H1

A HEROIC TIER ADVENTURE

DUNGEONS & DRAGONS®

KEEP ON THE SHADOWFELL™



INCLUDES 4TH EDITION QUICK-START RULES

AN ADVENTURE FOR CHARACTERS OF 1ST-3RD LEVEL

Bruce R. Cordell • Mike Mearls

QUICK-START



4TH EDITION QUICK-START RULES

Includes Five Ready-to-Play Characters

©2008 Wizards of the Coast, Inc.

WELCOME TO 4TH EDITION

The newest edition to the DUNGEONS & DRAGONS® Role-playing Game showcases an evolution in gameplay and puts an emphasis on fun. This *Quick-Start Rules* booklet provides an overview of the game so that you can play the *Keep on the Shadowfell* adventure.

These *Quick-Start Rules* give only the most cursory explanation of the D&D® game. For the complete experience, including character creation and the full rules of the game, pick up the new D&D *Player's Handbook®*, *Dungeon Master's Guide®*, and *Monster Manual®*, and check out www.dndinsider.com for even more information.

DUNGEONS & DRAGONS

D&D is the original roleplaying game, the game that created a new category of entertainment. Set in a medieval fantasy world of magic and monsters, the game allows you to experience stories and adventures full of endless possibilities and amazing surprises.

This booklet includes *Quick-Start Rules* for the players, as well as ready-to-play characters so that you can start playing D&D right now. The other booklet included in this package features the rules of the game for the Dungeon Master (DM), as well as the adventure itself.

PLAYING D&D

To play, you need a Dungeon Master to present challenges, adjudicate the rules, and narrate the adventure. You also need players to run heroic characters (five players work best), an adventure (such as *Keep on the Shadowfell*), and dice.

Your character is your interface with the world of D&D. Like the hero of a novel or the star of a movie, your character (and the characters of the other players) is at the center of all the action. But there's no script to follow—you determine the course of every adventure through the actions you take. And your character grows and improves as the game goes on.

The D&D game uses a special set of dice. These include at least one of each of these types of dice: d4, d6, d8, d10, d12, and d20. The number corresponds to the number of sides each particular die has. When you roll 3d6+4, for example, you roll three six-sided dice and add 4 to the result.

It also helps to have *D&D® Miniatures* to represent the heroes and monsters in the game, and *D&D™ Dungeon Tiles* or some other battle grid to create the adventure encounters. This adventure also includes three double-sided poster maps of key adventure areas that are scaled for use with *D&D Miniatures*.

THE CORE MECHANIC

At its heart, the D&D game uses a core game mechanic. Once you master this, you know how to play the game. It all revolves around task resolution. How do you know if your sword swing hits the owlbear? If your bluff tricks the guards? If your *fireblast* hits the kobolds? It all depends on these basic rules:

- Decide what you want your character to do and tell the Dungeon Master.
- Roll a d20 (the higher you roll, the better).
- Add any relevant modifiers (as shown on your character sheet).
- Compare your total result to a target number. If your result is equal to or higher than the target number, you succeed at whatever task you were attempting to do. If your result is lower than the target number, you fail.

There's a little more to it than that, but the core mechanic governs all D&D game play. Everything else is an extension or refinement of the core mechanic. Key examples of the core mechanic in play follow.

SKILL CHECKS

When you use a skill, you make a skill check.

- Roll a d20 and add your skill modifier (as shown on your character sheet).
- Add any situational modifiers, usually from powers affecting you.
- The total is your check result.

The higher the result, the better. Your result is compared against a Difficulty Class (a number set by the DM based on the situation) or an opposed check made by a character opposing your use of the skill.

ATTACK ROLLS

When you make an attack, either using a basic attack or a power, you make an attack roll.

- Choose the attack type you want to use. (Usually a melee or ranged attack, or a power.)
- Choose a target for your attack that is within range of the attack type you selected. (Some attacks can be made against multiple targets.)
- Roll a d20 and add your attack modifier (as shown on your character sheet).
- The total is your attack roll result.

The higher the result, the better. Your result is compared against the target's defense score. Different attack types are compared against different defense scores. Characters

and monsters have four different defenses: Armor Class (AC), Fortitude, Reflex, and Will.

Encounters

The action of a D&D game takes place in encounters. In encounters, all characters have something to do and it's important for them to work together to overcome whatever challenge is set before them. Outside of encounters, characters explore their environment and engage in social interactions. When exploration or social interaction involves serious consequences for success or failure, it becomes an encounter.

Encounters come in two basic forms: combat encounters and noncombat encounters.

Combat Encounters

Fighting monsters. What D&D adventure would be complete without combat encounters where characters rely on attack powers, skills, feats, and magic items to battle hordes of ravenous creatures or evil villains?

Noncombat Encounters

Noncombat encounters focus on skill use, utility powers, your wits, and your roleplaying skills. These encounters include dealing with traps and hazards, solving puzzles, and overcoming skill challenges.

Combat

Combat encounters break out when the player characters run into an opposing force. That force could be a powerful solo monster, a group of terrifying creatures, or a gang of villainous nonplayer characters. The chaos of combat is organized into a cycle of rounds and turns.

Round: In a round, every combatant takes a turn. A round represents about 6 seconds in the game world.

Turn: On your turn, you take actions in any order you wish. (See "Actions," below.)

Combat Sequence

A combat encounter follows this sequence:

Establish positions. The DM decides where the combatants start out on the battle grid. The DM shows the players where they can set up their characters and then places the monsters.

Roll initiative. Everyone involved in the encounter rolls initiative (roll a d20 and add your initiative modifier, as shown on your character sheet). This determines the order of battle for the entire encounter.

Take surprise round actions. If any combatants gained a surprise round, they act in initiative order, each taking a single action.

Take turns. In initiative order, highest result starting first, every combatant takes a turn.

Repeat. Start a new round and repeat the initiative order. Continue until one side or the other flees or is defeated.

End the encounter. After one side or the other flees or is defeated, the encounter ends when the remaining side takes a short or an extended rest.

Actions

Combat rounds consist of characters using actions. The main action types include:

Standard Action: You can normally take one standard action on your turn. Most attack powers require the use of a standard action.

Move Action: You can normally take one move action on your turn. Walking your speed requires the use of a move action.

Minor Action: A minor action enables you to do something more exciting. You can normally take them only on your turn. Drawing a weapon or opening a chest requires the use of a minor action.

Free Action: Free actions take almost no time or effort. You can take as many free actions as you want during your or another combatant's turn, as allowed by the DM. Free actions include talking and dropping a held item.

There are two additional action types that require triggers before you can use them—an action, event, or condition that takes place on another combatant's turn.

Opportunity Action: When an enemy lets its guard down, you can take an opportunity action. You can only take one opportunity action on each combatant's turn (if available). An opportunity action interrupts the action that triggered it.

The most common opportunity action is an opportunity attack. When an enemy leaves a square adjacent to you, or

Three Basic Rules

Along with the core mechanic, three basic principles should always be remembered. Other rules in the game are based on these assumptions.

Simple Rules, Many Exceptions: Every class, race, feat, power, and monster in the D&D game breaks the rules in some way. From minor to significant, the game is built upon exception-based rules design. For example, a normal melee attack always deals a few points of damage, but every class has powers that ramp up the damage when they get used.

Specific Beats General: If a specific rule contradicts a general rule, the specific rule wins. For example, you normally can't move as part of a regular attack. But if you have a power that allows you to move and attack, that specific rule trumps the general rule—when you use that power.

Always Round Down: When the game asks you to divide a number, such as when you add half your level to your attack roll, you always round down to the next lower whole number.

when an adjacent enemy makes a ranged or an area attack, you can make an opportunity attack against that enemy.

Immediate Action: Interrupts and reactions are immediate actions. Specific powers define the trigger for these actions. You can take only one immediate action per round, and you can't take an immediate action on your turn.

An *interrupt* lets you act before the triggering action is resolved. If the interrupt invalidates the triggering action, that action is lost.

A *reaction* lets you act immediately in response to a triggering action. The triggering action is completely resolved before you take your reaction.

Taking Your Turn

On your initiative order, you take your turn. Your turn has three parts: the start of your turn, actions on your turn, and the end of your turn.

The Start of Your Turn: Before you act, use the start of your turn to keep track of any effects.

- *Ongoing Damage.* If you're suffering ongoing damage, you take damage now.
- *Regeneration.* If you have regeneration, you regain hit points now.
- *Other Effects.* Deal with any other effects that occur at the start of your turn.
- *No Actions.* You can't take any actions at the start of your turn.

Actions on Your Turn: You get three actions to perform on your turn.

Standard action
Move action
Minor action

- *Free Actions.* You can take as many free actions as you want on your turn, within reason and as allowed by the DM.
- *Any Order.* You can take your actions in any order, and you can skip any of them.
- *Substitute Actions.* You can take a move action or a minor action instead of a standard action, and you can take a minor action instead of a move action.
- *Extra Action.* You can take an extra standard action by spending an action point (see page 5).
- *Other Combatants' Actions.* Other combatants can take free actions on your turn, and you might take actions that trigger immediate actions or opportunity actions from other combatants.

The End of Your Turn: After you act, use the end of your turn to keep track of any effects.

- *Saving Throws.* You now make a saving throw against each effect that can be ended with a save. Roll a d20. If you roll lower than 10, the effect continues. If you roll 10 or higher, the effect ends.
- *End Effects.* Some effects end automatically at the end of your turn.
- *No Actions.* You can't take any actions at the end of your turn.

Attacks and Damage

If you successfully attack an enemy with a basic attack or power, you deal damage. Roll the damage dice as specified on your character sheet. Damage reduces a character's hit points.

Critical Hits

When you roll a 20 on the die when making an attack roll, you score a critical hit.

Instead of rolling damage, you deal the maximum amount of damage possible for the attack when you score a critical hit.

Example: The dwarf fighter scores a critical hit with his melee basic attack. The damage for this attack is 2d6+3. So, maximum damage for this attack is 15 points of damage (6+6+3=15).

Flanking

Flanking provides a simple combat tactic for you and an ally to use against an enemy. To flank an enemy, you and an ally must be adjacent to the enemy and on opposite sides of the enemy's space. You and your ally must be able to attack the enemy (with a melee or ranged weapon, or with an unarmed attack). If there's a barrier between your enemy and either you or your ally, you don't flank. If you are affected by a condition that prevents you from taking actions, you don't flank.

You have combat advantage against an enemy you flank (see below).

Combat Advantage

When a defender can't give full attention to defense, it grants combat advantage to its attacker. This usually occurs when the defender is flanked, stunned, or otherwise caught off guard.

- **+2 Bonus to Attack Rolls.** You gain this bonus when you have combat advantage against the target of your attack.
- **Able to See Target.** You must be able to see a target to gain combat advantage against it.

Other Actions in Combat

This section describes how to perform some of the most common actions available on your turn.

Basic Attack: As a standard action, you can make a melee basic attack or a ranged basic attack.

Charge: As a standard action, you can launch yourself forward and make a melee basic attack. Move your speed as part of the charge. At the end of your move, you make a melee basic attack with a +1 bonus to the attack roll. You

must move at least 2 squares from your starting position, and you must charge to the nearest unoccupied square from which you can attack the enemy. Charging provokes attacks of opportunity. After a charge, you can't take any further actions unless you spend an action point (see below).

Second Wind. As a standard action, you can spend a healing surge to regain hit points. When you do, you regain one-quarter of your maximum hit points (rounded down). You also gain a +2 bonus to all defenses until the start of your next turn. You can use your second wind once per encounter.

Use a Power. Most powers are standard actions. Refer to your character sheet to see what powers you have access to.

Movement

You can use a move action to walk your speed in a turn. If you use two move actions (substituting a move for a standard action), you can walk your speed twice on your turn.

Move Actions

These activities require the use of a move action.

- **Walk.** Move up to your speed.
- **Shift.** Move 1 square without provoking opportunity attacks. You can't normally shift into difficult terrain.
- **Run.** Move up to your speed +2 squares and grant combat advantage.

Forced Movement

Certain powers and effects allow you to pull, push, or slide a target.

Pull: When you pull a creature, each square you move it must bring it nearer to you.

Push: When you push a creature, each square you move it must place it farther away from you.

Slide: When you slide a creature, there's no restriction on the direction you can move it.

The following rules govern all forced movement.

- **Distance.** The power specifies how many squares you can move a target. You can choose to move the target fewer squares or not to move the target at all.
- **Specific Destination.** Some powers instead specify a destination, such as any square adjacent to you.
- **No Opportunity Attacks.** Forced movement does not provoke opportunity attacks.
- **Difficult Terrain.** Forced movement isn't hindered by difficult terrain (see below).
- **Not a Move.** Forced movement doesn't count against a target's ability to move on its turn.
- **Valid Space.** Forced movement can't move a target into a space it couldn't enter by walking.

Distance and Movement

To measure distance on a battle grid, simply count squares. You can move your speed in squares as a move action, in any direction, across squares or across diagonals.

Occupied Squares

In general, you can't move through an occupied square.

- **Ally.** You can move through a square occupied by an ally.
- **Enemy.** You can't move through an enemy's space unless that enemy is helpless.
- **Ending Movement.** You can't end your movement in an occupied square unless it's an ally's square and the ally is prone, or it's an enemy's square and the enemy is helpless.

Difficult Terrain

Rubble, undergrowth, shallow bogs, steep stairs, and other types of difficult terrain hampers movement. It costs 1 additional square of movement to enter a square of difficult terrain. If you don't have enough movement remaining, you can't enter a square of difficult terrain. You can't shift into a square of difficult terrain unless you have a power that allows you to do so.

Obstacles

You can't enter a square with an obstacle that fills the square, such as a wall or a pillar. When an obstacle fills a square, you can't move diagonally across the corner of that square.

Action Points

Once per encounter, you can spend an action point. When you spend an action point, it's gone. You earn more action points by adventuring.

- You start with 1 action point.
- You gain 1 action point when you reach a milestone in your adventure (the DM will tell you when this occurs).
- After an extended rest (see page 6), you lose any unspent action points, but you start fresh with 1 action point.
- Most often, you spend an action point to take an extra action during your turn. You decide if the extra action is a standard action, a move action, or a minor action.

Hit Points, Healing, and Dying

Over the course of a battle, your character takes damage from attacks. Damage reduces your hit points.

- **Maximum Hit Points.** You have a maximum number of hit points, as determined by you class, level, and Constitution score. Your current hit points can't exceed this number.
- **Bloodied.** When your current hit points drop to one-half your maximum hit points or lower, you are bloodied. Certain powers work only (or work better) against a bloodied target.
- **Dying.** When your current hit points drop to 0 or lower, you fall unconscious and are dying. Any damage you take continues to reduce your current hit points until your character dies.

- **Death Saving Throw.** When you are dying, you make a saving throw at the end of your turn each round. If you succeed (roll 10 or higher), there is no change in your condition. If you fail the save (roll lower than 10), you slip one step closer to death. If you fail three times, your character dies.
- **Death.** When you take damage that reduces your current hit points to a negative number that's the same as your bloodied number, or if you fail your death save three times, your character dies.

Healing in Combat

Even as the battle rages around you, you can heal. You can heal yourself by using your second wind (see page 5). An ally can use the Heal skill on you (see below). An ally can use a healing power on you.

When a power heals you, you don't have to take an action to spend a healing surge. Even if you're unconscious, the power uses your healing surge to restore hit points. And some powers don't require you to spend a healing surge at all.

Healing the Dying

When you are dying, any healing restores you to at least 1 hit point. If someone has stabilized you using the Heal skill but you receive no healing, you regain hit points after an extended rest.

Rest and Recovery

Outside of encounters, you can take one of two types of rest: a short rest or an extended rest.

Short Rest. A short rest allows you to renew your encounter powers and use healing surges to regain hit points. It lasts about 5 minutes. You can take as many short rests per day as you want. During a short rest, you have to rest; no strenuous activity, no interruptions.

Extended Rest. Once per day, you can take an extended rest. It must last at least 6 hours to gain the benefits. You have to rest or sleep during this period. At the end of the rest, you regain any hit points you lost and healing surges you spent, your daily powers are renewed, and you lose any unspent action points and gain 1 fresh action point.

CHARACTER SHEETS

The rest of this booklet contains five ready-to-play 1st-level D&D characters. Each character sheet includes the character's hit points, initiative, defenses, attacks, powers, feats, skills, and equipment. Select the character you want to play, give it a name, and you're ready to adventure.

Your character earns experience points (XP) as the adventure progresses. You earn XP by defeating monsters, overcoming traps, and solving the mysteries of the adventure. When you earn enough XP to level up, the character sheet explains what your character gets at 2nd and 3rd level. (In the *Player's Handbook*, you get to make your own choices from a huge selection of options, but for this *Quick-Start*, we've done all the work for you.)

Skills

Your Dungeon Master has more details on skill use in the *Adventure Book*. The following is a quick overview so you have an idea what your skills can be used for. In general at 1st–3rd level, easy tasks have a DC of 15, moderate tasks have a DC of 20, and hard tasks have a DC of 25 or higher. Your DM has the DCs for skill challenges in this adventure.

Acrobatics. Use this skill to test your balance on narrow or unstable surfaces, to escape from a grab or from restraints, and (if you're trained) to reduce your damage when you fall.

Arcana. You have knowledge about magic and magical effects, and (if you're trained) you know how to detect a persistent magical effect.

Athletics. Use this skill to climb, swim, or jump.

Bluff. Use this skill to make what's false appear to be true, fast-talk a guard, con a merchant, or tell lies.

Diplomacy. Use this skill to influence others with tact and social grace, change opinions, inspire good will, and to negotiate a deal in good faith.

Dungeoneering. You have knowledge about forging a path through a dungeon complex, recognizing dungeon hazards, and finding food in the Underdark.

Endurance. Use this skill to stave off ill effects and to push beyond normal physical limits.

Heal. Use this skill to administer first aid, stabilize a dying character, grant a saving throw, or treat a disease.

History. You have knowledge about history, including significant events, legends, customs, and traditions.

Insight. Use this skill to discern intent and decipher body language, making a best guess as to a target's motives, attitudes, and truthfulness.

Intimidate. Use this skill to influence others through hostile actions and overt threats.

Nature. You have knowledge related to finding your way through the wilderness, recognizing natural hazards, and living off the land.

Perception. Use this skill to notice clues, spot imminent dangers, and locate hidden objects.

Religion. You have knowledge of religious traditions.

Stealth. Use this skill to hide and move silently.

Streetwise. You know how to get the lay of the land in an urban setting.

Thievery. Use this skill to disable traps, open locks, pick pockets, and perform other sleights of hand.

DWARF FIGHTER

Name: _____ **Gender:** _____

As a dwarf, you share many qualities with the earth and rock of your mountain home. You are strong, hardy, and dependable. As a fighter, your job is to defend your allies. You are brave, loyal, and devoted to the cause of goodness.

Hit Points 31 _____
Bloodied 15 **Healing Surge** 7 **Surges Per Day** 12
Initiative +1 _____ **Action Points** _____

Defenses

AC	Fortitude	Reflex	Will
17	15	11	12

Attacks

Melee Basic Attack: +6 (maul) **Damage:** 2d6+3
Ranged Basic Attack: +3 (dagger) **Damage:** 1d4+1

Racial Traits

Height: 4'8" **Weight:** 200 lb. **Size:** Medium
Speed: 5 squares **Vision:** Low-light
Languages: Common, Dwarven **Alignment:** Good

Skill Bonus: +2 Dungeoneering, +2 Endurance (already included).
Cast-Iron Stomach: +5 racial bonus to saving throws against poison.
Dwarven Resilience: You can use your second wind as a minor action.
Stand Your Ground: When an effect forces you to move—through a pull, a push, or a slide—you move 1 square less than the effect specifies.

In addition, when an attack would knock you prone, you can make an immediate saving throw to avoid falling prone.

At-Will Powers

Cleave — Fighter Attack 1

You hit one enemy, then cleave into another.

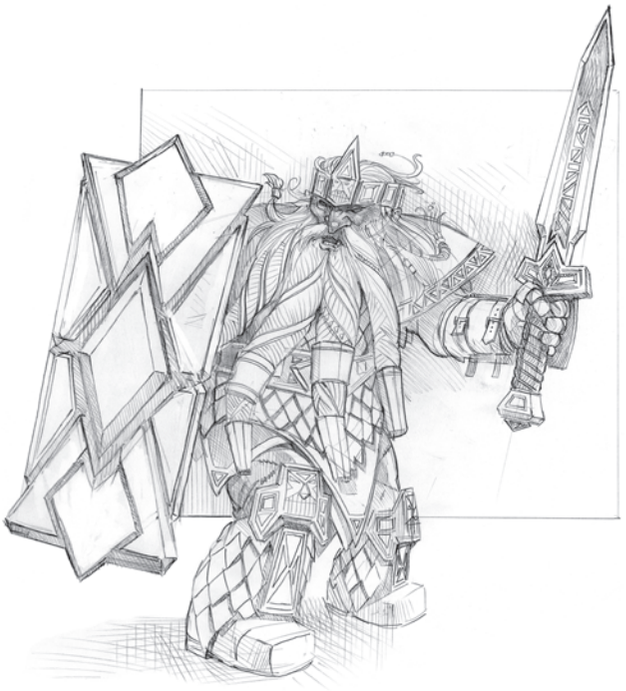
At-Will ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +6 vs. AC
Hit: 2d6 + 3 damage, and an enemy adjacent to you takes 3 damage.

Reaping Strike — Fighter Attack 1

You punctuate your scything attacks with wicked jabs and small cutting blows that slip through your enemy's defenses.

At-Will ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +6 vs. AC
Hit: 2d6 + 3 damage.
Miss: 3 damage.

WILLIAM O' CONNOR



Encounter Power

Spinning Sweep — Fighter Attack 1

You spin beneath your enemy's guard with a long, powerful cut, and then sweep your leg through his an instant later to knock him head over heels.

Encounter ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +6 vs. AC
Hit: 2d6 + 3 damage, and you knock the target prone.

Daily Power

Brute Strike — Fighter Attack 1

You shatter armor and bone with a ringing blow.

Daily ✦ Martial, Reliable, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +6 vs. AC
Hit: 6d6 + 3 damage.
Miss: You don't expend the use of this power.

Class Features

Combat Challenge: Every time you attack an enemy, whether that attack hits or misses, you can choose to mark that target. The mark lasts until the end of your next turn. While a target is marked, it takes a -2 penalty to attack rolls if its attack doesn't include you as a target. A creature can be subject to only one mark at a time. A new mark supersedes a mark that was already in place.

In addition, whenever an enemy that is adjacent to you shifts or makes an attack that does not include you, you can make a melee basic attack against that enemy as an immediate interrupt.

Combat Superiority: You gain a +2 bonus to opportunity attacks.

©2008 Wizards of the Coast, Inc.

Fighter Weapon Talent: You gain a +1 bonus to attack rolls when using two-handed weapons (already included).

Ability Scores	Check Modifier
Str 16	+3
Con 16	+3
Dex 13	+1
Int 10	+0
Wis 14	+2
Cha 11	+0

Skills (Ability)	Trained?	Modifier
Acrobatics (Dex)		+1
Arcana (Int)		+0
Athletics (Str)	Yes	+8
Bluff (Cha)		+0
Diplomacy (Cha)		+0
Dungeoneering (Wis)		+4
Endurance (Con)	Yes	+10
Heal (Wis)		+2
History (Int)		+0
Insight (Wis)		+2
Intimidate (Cha)	Yes	+5
Nature (Wis)		+2
Perception (Wis)		+2
Religion (Int)		+0
Stealth (Dex)		+1
Streetwise (Cha)		+0
Thievery (Dex)		+1

Feat

Power Attack: When making a melee attack, you can take a -2 penalty to the attack roll. If the attack hits, you gain a +3 bonus to the damage roll.

Gear

Armor: Scale mail
Weapon: Maul, Daggers (5). Your daggers have a range of 5/10 as thrown weapons.
Adventurer's Kit: This kit includes: a backpack, a bedroll, flint and steel, a belt pouch, two sunrods, ten days worth of trail rations, 50 feet of hempen rope, and a waterskin.
Gold: 10 gp

2nd Level

At 2nd level, you gain the following:

Hit Points: Increase to 37 **Bloodied:** Increase to 18
Healing Surge: Increase to 9

Level Modifier: Because your new level is an even number, everything that includes one-half your level gets better. Increase your attacks, defenses, initiative, and skill check modifiers by 1 point.
Feat: Dwarven Weapon Training: You gain a +2 feat bonus to damage rolls with axes and hammers (such as your maul). Increase your damage numbers accordingly.

Unstoppable — Fighter Utility 2

You let your adrenaline surge carry you through the battle.

Daily ✦ Healing, Martial
Minor Action **Personal**
Effect: You gain 2d6 + 3 temporary hit points.

3rd Level

At 3rd level, you gain the following:

Hit Points: Increase to 43 **Bloodied:** Increase to 21
Healing Surge: Increase to 10

Crushing Blow — Fighter Attack 3

You wind up and deliver a devastating blow with your weapon.

Encounter ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +7 vs. AC
Hit: 4d6 + 8 damage.

HALFLING ROGUE

Name: _____ **Gender:** _____

As a halfling, you are resourceful and known for your quick wits and steady nerves. As a rogue, your job is to dart in and deal massive damage, and use your skills to aid your allies as necessary.

Hit Points 25 _____
Bloodied 12 **Healing Surge** 6 **Surges Per Day** 7
Initiative +4 _____ **Action Points** _____

Defenses

AC	Fortitude	Reflex	Will
16	11	16	13

Attacks

Melee Basic Attack: +5 (dagger) **Damage:** 1d4+1
Ranged Basic Attack: +8 (dagger) **Damage:** 1d4+4

Racial Traits

Height: 4'0" **Weight:** 85 lb. **Size:** Small
Speed: 6 squares **Vision:** Normal
Languages: Common, Goblin **Alignment:** Good

Skill Bonus: +2 Acrobatics, +2 Thievery (already included).
Bold: +5 racial bonus to saving throws against fear.
Nimble Reaction: +2 racial bonus to AC against opportunity attacks.
Second Chance: You can use second chance as an encounter power.

Second Chance — Halfling Racial Power

Luck and small size combine to work in your favor as you dodge your enemy's attack.

Encounter
Immediate Interrupt **Personal**
Effect: When an attack hits you, force an enemy to roll the attack again. The enemy uses the second roll, even if it's lower.

At-Will Powers

Deft Strike — Rogue Attack 1

A final lunge brings you into an advantageous position.

At-Will ✦ Martial, Weapon
Standard Action **Melee** or **Ranged** weapon
Target: One creature
Special: You can move 2 squares before the attack.
Attack: +8 vs. AC
Hit: 1d4 + 4 damage.



Sly Flourish — Rogue Attack 1

A distracting flourish causes the enemy to forget the blade at his throat.

At-Will ✦ Martial, Weapon
Standard Action **Melee** or **Ranged** weapon
Target: One creature
Attack: +8 vs. AC
Hit: 1d4 + 7 damage.

Encounter Power

Positioning Strike — Rogue Attack 1

A false stumble and a shove place the enemy exactly where you want him.

Encounter ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +8 vs. Will
Hit: 2d4 + 4 damage, and you can slide the target 3 squares.

Daily Power

Trick Strike — Rogue Attack 1

Through a series of feints and lures, you maneuver your foe right where you want him.

Daily ✦ Martial, Weapon
Standard Action **Melee** or **Ranged** weapon
Target: One creature
Attack: +8 vs. AC
Hit: 3d4+ 4 damage, and you can slide the target 1 square.
Effect: Until the end of the encounter, each time you hit the target you can slide it 1 square.

STEVE PRESCOTT

©2008 Wizards of the Coast, Inc.

Class Features

Artful Dodger: You gain a +3 bonus to AC against opportunity attacks. (Your total bonus is +5 due to Nimble Reaction.)

First Strike: At the start of an encounter, you have combat advantage against any creatures that have not yet acted in the encounter.

Rogue Weapon Talent: You gain a +1 bonus to attack rolls when using a dagger (already included).

Sneak Attack: Once per round, when you have combat advantage against an enemy and are using a light blade, a crossbow, or a sling, your attack against that enemy deals an additional +2d8 points of damage.

Ability Scores	Check Modifier
Str 12	+1
Con 13	+1
Dex 18	+4
Int 11	+0
Wis 10	+0
Cha 16	+3

Skills (Ability)	Trained?	Modifier
Acrobatics (Dex)	Yes	+11
Arcana (Int)		+0
Athletics (Str)		+1
Bluff (Cha)	Yes	+8
Diplomacy (Cha)		+3
Dungeoneering (Wis)		+0
Endurance (Con)		+1
Heal (Wis)		+0
History (Int)		+0
Insight (Wis)	Yes	+5
Intimidate (Cha)		+3
Nature (Wis)		+0
Perception (Wis)	Yes	+5
Religion (Int)		+0
Stealth (Dex)	Yes	+9
Streetwise (Cha)		+3
Thievery (Dex)	Yes	+11

Feat

Backstabber: The extra damage dice from your Sneak Attack class feature increases from d6s to d8s (already included).

Gear

Armor: Leather.

Weapon: Daggers (10). Your daggers have a range of 5/10 as thrown weapons.

Adventurer's Kit: This kit includes: a backpack, a bedroll, flint and steel, a belt pouch, two sunrods, ten days worth of trail rations, 50 feet of hempen rope, and a waterskin.

Thieves' Tools: To use the Thievery skill properly, you need the right picks and pries, skeleton keys, clamps, and so on. Thieves' tools grant a +2 bonus to Thievery checks to open a lock or disarm a trap.

Gold: 25 gp

2nd Level

At 2nd level, you gain the following:

Hit Points: Increase to 30 **Bloodied:** Increase to 15
Healing Surge: Increase to 7

Level Modifier: Because your new level is an even number, everything that includes one-half your level gets better. Increase your attacks, defenses, initiative, and skill check modifiers by 1 point.

Feat: Halfling Agility: When you use your halfling second chance racial feature, the attacker takes a –2 penalty to the new attack roll.

Tumble Rogue Utility 2

You tumble out of harm's way, dodging the opportunistic attacks of your enemies.

Encounter ✦ Martial
Move Action **Personal**
Effect: You can shift 3 squares.

3rd Level

At 3rd level, you gain the following:

Hit Points: Increase to 35 **Bloodied:** Increase to 17
Healing Surge: Increase to 8

Bait and Switch Rogue Attack 3

You strike and weave, causing your foe to lurch forward so that you can duck around him and slip into his space.

Encounter ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +9 vs. Will
Hit: 2d4 + 4 damage. In addition, you switch places with the target and can then shift up to 3 squares.

HUMAN WIZARD

Name: _____ **Gender:** _____

As a human, you are decisive and rash. You are nothing if not adaptable. As a wizard, you channel arcane forces to exert control that hinders foes or blasts them into oblivion. Magic is your art form.

Hit Points 23 _____
Bloodied 11 **Healing Surge** 5 **Surges Per Day** 7
Initiative +6 _____ **Action Points** _____

Defenses

AC	Fortitude	Reflex	Will
14	12	15	15

Attacks

Melee Basic Attack: +2 (quarterstaff) **Damage:** 1d8
Ranged Basic Attack: +4 (magic missile) **Damage:** 2d4+4

Racial Traits

Height: 6'0" **Weight:** 180 lb. **Size:** Medium
Speed: 6 squares **Vision:** Normal
Languages: Common, Draconic **Alignment:** Good

Human Bonuses: One extra at-will power, feat, trained skill, +1 to Fortitude, Reflex, and Will defenses (already included).

At-Will Powers

Magic Missile — Wizard Attack 1

You launch a silvery bolt of force at an enemy.

At-Will ✦ Arcane, Force, Implement
Standard Action **Ranged** 20
Target: One creature
Attack: +4 vs. Reflex
Hit: 2d4 + 4 force damage.
Special: This power can be used to make ranged basic attacks.

Ray of Frost — Wizard Attack 1

A blisteringly cold ray of white frost streaks to your target.

At-Will ✦ Arcane, Cold, Implement
Standard Action **Ranged** 10
Target: One creature
Attack: +4 vs. Fortitude
Hit: 1d6 + 4 cold damage, and the target is slowed until the end of your next turn.

Scorching Burst — Wizard Attack 1

A vertical column of golden flames burns all within.

At-Will ✦ Arcane, Fire, Implement
Standard Action **Area** burst 1 within 10 squares
Target: Each creature in burst
Attack: +4 vs. Reflex
Hit: 1d6 + 4 fire damage.

WILLIAM O' CONNOR



Class Features

Cantrips: You know a few minor spells that you can use as at-will powers.
Spellbook: Your spellbook holds an extra daily spell. After an extended rest, prepare one of those spells to use for the day. You know two daily spells, but you can only cast one per day.
Wand of Accuracy (Implement Mastery): Once per encounter as a free action, you gain a +2 bonus on a single attack roll against one target when using your wand.

Encounter Power

Burning Hands — Wizard Attack 1

A fierce burst of flame erupts from your hands and scorches nearby foes.

Encounter ✦ Arcane, Fire, Implement
Standard Action **Close** blast 5
Target: Each creature in blast
Attack: +4 vs. Reflex
Hit: 2d6 + 4 fire damage.

Daily Power

Acid Arrow — Wizard Attack 1

A shimmering arrow of green, glowing liquid streaks to your target and bursts in a spray of sizzling acid.

Daily ✦ Acid, Arcane, Implement
Standard Action **Ranged** 20
Primary Target: One creature
Attack: +4 vs. Reflex
Hit: 2d8 + 4 acid damage, and ongoing 5 acid damage (save ends). Make a secondary attack.
Secondary Target: Each creature adjacent to the primary target
Secondary Attack: +4 vs. Reflex
Hit: 1d8 + 4 acid damage, and ongoing 5 acid damage (save ends).
Miss: Half damage, and ongoing 2 acid damage to primary target (save ends), and no secondary attack.

©2008 Wizards of the Coast, Inc.

Sleep — Wizard Attack 1

You exert your will against your foes, seeking to overwhelm them with a tide of magical weariness.

Daily ✦ Arcane, Implement, Sleep
Standard Action **Area** burst 2 within 20 squares
Target: Each creature in burst
Attack: +4 vs. Will
Hit: The target is slowed (save ends). If the target fails its first saving throw, the target falls asleep (save ends).
Miss: The target is slowed (save ends).

Cantrips

Ghost Sound — Wizard Cantrip

With a wink, you create an illusory sound that emanates from somewhere close by.

At-Will ✦ Arcane, Illusion
Standard Action **Ranged** 10
Target: One object or unoccupied square
Effect: You cause a sound as quiet as a whisper or as loud as a yelling or fighting creature to emanate from the target. You can produce nonvocal sounds such as the ringing of a sword blow, jingling armor, or scraping stone. If you whisper, you can whisper quietly enough that only creatures adjacent to the target can hear your words.

Light — Wizard Cantrip

With a wave of your hand, you cause a bright light to appear on the tip of your staff, upon some other object, or in a nearby space.

At-Will ✦ Arcane
Minor Action **Ranged** 5
Target: One object or unoccupied square
Effect: You cause the target to shed bright light. The light fills the target's square and all squares within 4 squares of it. The light lasts for 5 minutes. Putting out the light is a free action.
Special: You can have only one *light* cantrip active at a time. If you create a new light, your previously cast light winks out.

Ability Scores	Check Modifier	Ability Scores	Check Modifier
Str 11	+0	Int 18	+4
Con 13	+1	Wis 12	+1
Dex 14	+2	Cha 10	+0

Feats

Action Surge: You gain a +3 bonus to attack rolls you make during any action you gained by spending an action point.
Improved Initiative: You gain a +4 bonus to initiative checks (already included).

Gear

Armor: None.
Weapon: Quarterstaff, wand.
Adventurer's Kit: This kit includes: a backpack, a bedroll, flint and steel, a belt pouch, two sunrods, ten days worth of trail rations, 50 feet of hempen rope, and a waterskin.
Spellbook
Gold: 23 gp

Skills (Ability)	Trained?	Modifier
Acrobatics (Dex)		+2
Arcana (Int)	Yes	+9
Athletics (Str)		+0
Bluff (Cha)		+0
Diplomacy (Cha)		+0
Dungeoneering (Wis)	Yes	+6
Endurance (Con)		+1
Heal (Wis)		+1
History (Int)	Yes	+9
Insight (Wis)		+1
Intimidate (Cha)		+0
Nature (Wis)	Yes	+6
Perception (Wis)		+1
Religion (Int)	Yes	+9
Stealth (Dex)		+2
Streetwise (Cha)		+0
Thievery (Dex)		+2

2nd Level

At 2nd level, you gain the following:

Hit Points: Increase to 27 **Bloodied:** Increase to 13
Healing Surge: Increase to 6

Level Modifier: Because your new level is an even number, everything that includes one-half your level gets better. Increase your attacks, defenses, initiative, and skill check modifiers by 1 point.
Feat: Human Perseverance: You gain a +1 bonus to saving throws.

Expeditious Retreat — Wizard Utility 2

Your form blurs as you hastily withdraw from the battlefield.

Daily ✦ Arcane
Move Action **Personal**
Effect: Shift up to twice your speed.

3rd Level

At 3rd level, you gain the following:

Hit Points: Increase to 31 **Bloodied:** Increase to 15
Healing Surge: Increase to 7

Fire Shroud — Wizard Attack 3

With a subtle gesture, you wreathe nearby enemies in flames.

Encounter ✦ Arcane, Fire, Implement
Standard Action **Close** burst 3
Target: Each enemy in burst
Attack: +5 vs. Fortitude
Hit: 1d8 + 4 fire damage, and ongoing 5 fire damage (save ends).

HALF-ELF CLERIC

Name: _____ **Gender:** _____

As a half-elf, you combine the best features of your human and elf bloodlines. You are charismatic, confident, and a natural leader. As a cleric, you use your prayers to heal and bolster your teammates.

Hit Points 26 _____
Bloodied 13 **Healing Surge** 6 **Surges Per Day** 9
Initiative +0 _____ **Action Points** _____

Defenses

AC	Fortitude	Reflex	Will
16	12	10	15

Attacks

Melee Basic Attack: +3 (mace) **Damage:** 1d8+1
Ranged Basic Attack: +2 (crossbow) **Damage:** 1d8

Racial Traits

Height: 5'11" **Weight:** 160 lb. **Size:** Medium
Speed: 5 squares **Vision:** Low-light
Languages: Common, Draconic, Elven
Alignment: Lawful Good

Skill Bonus: +2 Diplomacy, +2 Insight (already included).
Group Diplomacy: You grant allies within 10 squares of you a +1 racial bonus to Diplomacy checks.

At-Will Powers

Lance of Faith — Cleric Attack 1

A brilliant ray of light sears your foe with golden radiance. Sparkles of light linger around the target, guiding your ally's attack.

At-Will ✦ Divine, Implement, Radiant
Standard Action **Ranged** 5
Target: One creature
Attack: +3 vs. Reflex
Hit: 1d8 + 3 radiant damage, and one ally you can see gains a +2 power bonus to his or her next attack roll against the target.

Sacred Flame — Cleric Attack 1

Sacred light shines from above, searing a single enemy with its radiance while at the same time aiding an ally with its beneficent power.

At-Will ✦ Divine, Implement, Radiant
Standard Action **Ranged** 5
Target: One creature
Attack: +3 vs. Reflex
Hit: 1d6 + 3 radiant damage, and one ally you can see chooses either to gain temporary hit points equal to your Charisma modifier + one-half your level or to make a saving throw.



Encounter Power

Healing Strike — Cleric Attack 1

Divine radiance gleams from your weapon. When you smite your enemy, your deity bestows a minor blessing in the form of healing for you or one of your allies.

Encounter ✦ Divine, Healing, Radiant, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +3 vs. AC
Hit: 2d8 + 1 radiant damage, and the target is marked until the end of your next turn. In addition, you or one ally within 5 squares of you can spend a healing surge.

Daily Power

Beacon of Hope — Cleric Attack 1

A burst of divine energy harms your foes and heals your allies.

Daily ✦ Divine, Healing, Implement
Standard Action **Close** burst 3
Target: Each enemy in burst
Attack: +3 vs. Will
Hit: The target is weakened until the end of its next turn.
Effect: You and all your allies in the burst regain 5 hit points, and your healing powers restore +5 hit points until the end of the encounter.

Class Features

Channel Divinity: You can use one of these special divine powers once per encounter.
Healer's Lore: When you grant healing with one of your cleric powers that has the Healing keyword, add +3 to the number of restored hit points.

WILLIAM O' CONNOR

©2008 Wizards of the Coast, Inc.

Healing Word: Twice per encounter as a minor action, you can use the *healing word* power.

Healing Word — Cleric Feature

You whisper a brief prayer as divine light washes over your target, helping to mend its wounds.

Encounter (Special) ✦ Divine, Healing
Special: You can use this power twice per encounter, but only once per round.
Minor Action **Close** burst 5
Target: You or one ally
Effect: The target can spend a healing surge and regain an additional 1d6 hit points.

Channel Divinity: Divine Fortune — Cleric Feature

In the face of peril, you hold true to your faith and receive a special boon.

Encounter ✦ Divine
Free Action **Personal**
Effect: You gain a +1 bonus to your next attack roll or saving throw before the end of your next turn.

Channel Divinity: Turn Undead — Cleric Feature

You sear undead foes, push them back, and root them in place.

Encounter ✦ Divine, Implement, Radiant
Standard Action **Close** burst 2
Target: Each undead creature in burst
Attack: +3 vs. Will
Hit: 1d10 + 3 radiant damage, and you can push the target 6 squares. The target is immobilized until the end of your next turn.
Miss: Half damage, and the target is not pushed or immobilized.

Channel Divinity: Armor of Bahamut — Feat Power

Bahamut protects you or a friend from devastating harm.

Encounter ✦ Divine
Immediate Interrupt **Ranged** 5
Trigger: An enemy scores a critical hit on you or an ally
Effect: Turn a critical hit against you or an ally within range into a normal hit.

Ability Scores	Check Modifier
Str 13	+1
Con 14	+2
Dex 11	+0

Ability Scores	Check Modifier
Int 10	+0
Wis 16	+3
Cha 16	+3

Feat

Channel Divinity: Armor of Bahamut: You can invoke the power of your deity to use the *armor of Bahamut* power.

Gear

Armor: Chain mail.
Weapon: Mace, crossbow, crossbow bolts (20). Your crossbow has a range of 15/30.
Adventurer's Kit: This kit includes: a backpack, a bedroll, flint and steel, a belt pouch, two sunrods, ten days worth of trail rations, 50 feet of hempen rope, and a waterskin.
Holy symbol of Bahamut
Gold: 10 gp

Skills (Ability)	Trained?	Modifier
Acrobatics (Dex)		+0
Arcana (Int)	Yes	+5
Athletics (Str)		+1
Bluff (Cha)		+3
Diplomacy (Cha)		+3
Dungeoneering (Wis)		+3
Endurance (Con)		+2
Heal (Wis)	Yes	+8
History (Int)	Yes	+5
Insight (Wis)		+3
Intimidate (Cha)		+3
Nature (Wis)		+3
Perception (Wis)		+3
Religion (Int)	Yes	+5
Stealth (Dex)		+0
Streetwise (Cha)		+3
Thievery (Dex)		+0

2nd Level

At 2nd level, you gain the following:

Hit Points: Increase to 31 **Bloodied:** Increase to 15
Healing Surge: Increase to 7
Level Modifier: Because your new level is an even number, everything that includes one-half your level gets better. Increase your attacks, defenses, initiative, and skill check modifiers by 1 point.
Feat: Group Insight: You grant allies within 10 squares of you a +1 racial bonus to Insight checks and initiative checks.

Cure Light Wounds — Cleric Utility 2

You utter a simple prayer and gain the power to instantly heal wounds, and your touch momentarily suffuses you or a wounded creature with a dim silver light.

Daily ✦ Divine, Healing
Standard Action **Melee** touch
Target: You or one creature
Effect: The target regains hit points as if it had spent a healing surge.

3rd Level

At 3rd level, you gain the following:

Hit Points: Increase to 36 **Bloodied:** Increase to 18
Healing Surge: Increase to 9

Daunting Light — Cleric Attack 3

A burning column of light engulfs your foe. Its brilliance burns and hinders your foe's defense for a short time.

Encounter ✦ Divine, Implement, Radiant
Standard Action **Ranged** 10
Target: One creature
Attack: +4 vs. Reflex
Hit: 2d10 + 3 radiant damage.
Effect: One ally you can see gains combat advantage against the target until the end of your next turn.

DRAGONBORN PALADIN



Name: _____ **Gender:** _____

As a dragonborn, you have dedicated your life to honor and the pursuit of excellence. You are driven, noble, and a born champion. As a paladin, you are a divine warrior committed to the cause of life and goodness.

Hit Points 27 _____
Bloodied 13 **Healing Surge** 7 **Surges Per Day** 11
Initiative +0 _____ **Action Points** _____

Defenses

AC	Fortitude	Reflex	Will
20	14	12	13

Attacks

Melee Basic Attack: +7 (longsword) **Damage:** 1d8+4
Ranged Basic Attack: +6 (javelin) **Damage:** 1d6+4

Racial Traits

Height: 6'4" **Weight:** 260 lb. **Size:** Medium
Speed: 5 squares **Vision:** Normal
Languages: Common, Draconic
Alignment: Lawful Good

Skill Bonus: +2 History, +2 Intimidate (already included).
Dragonborn Fury: When you're bloodied, you gain a +1 racial bonus to attack rolls.
Draconic Heritage: Your healing surge value is equal to one-quarter of your maximum hit points + your Constitution modifier (already included).
Dragon Breath: You can use *dragon breath* as an encounter power.

At-Will Powers

Holy Strike — Paladin Attack 1

You strike an enemy with your weapon, which ignites with holy light.

At-Will ✦ Divine, Radiant, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +7 vs. AC
Hit: 1d8 + 4 radiant damage. If you marked the target, you gain a +1 bonus to the damage roll.

Valiant Strike — Paladin Attack 1

As you bring your weapon to bear, the odds against you add strength to your attack.

At-Will ✦ Divine, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +7, + 1 per enemy adjacent to you vs. AC
Hit: 1d8 + 4 damage.

Encounter Power

Radiant Smite — Paladin Attack 1

Your weapon glows with a pearly luminescence. Enemies shrink from its pure light, especially creatures of supernatural evil such as demons and devils.

Encounter ✦ Divine, Radiant, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +7 vs. AC
Hit: 2d8 + 5 radiant damage.

Daily Power

Paladin's Judgment — Paladin Attack 1

Your melee attack punishes your enemy and heals an ally.

Daily ✦ Divine, Healing, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +7 vs. AC
Hit: 3d8 + 4 damage, and one ally within 5 squares of you can spend a healing surge.
Miss: One ally within 5 squares of you can spend a healing surge.

Class Features

Channel Divinity: You can use this special divine power once per encounter.
Divine Challenge: You can use divine challenge as an at-will power.
Lay on Hands: Once per day as a minor action, you can use the lay on hands power.

WILLIAM O' CONNOR

©2008 Wizards of the Coast, Inc.

Lay on Hands — Paladin Feature

Your divine touch instantly heals wounds.

At-Will (Special) ✦ Divine, Healing
Special: You can use this power once per day.
Minor Action **Melee** touch
Target: One creature
Effect: You spend a healing surge but regain no hit points. Instead, the target regains hit points as if it had spent a healing surge. You must have at least one healing surge remaining to use this power.

Dragon Breath — Dragonborn Racial Power

As you open your mouth with a roar, the deadly power of your draconic kin blasts forth to engulf your foes.

Encounter ✦ Acid, Cold, Fire, Lightning, or **Poison**
Minor Action **Close** blast 3
Targets: All creatures in area
Attack: +4 vs. Reflex
Hit: 1d6 + 1 damage.

Channel Divinity: Divine Strength — Paladin Feature

You petition your deity for the divine strength to lay low your enemies.

Encounter ✦ Divine
Minor Action **Personal**
Effect: Apply your Strength modifier (+4) as extra damage on your next attack this turn.

Divine Challenge — Paladin Feature

You boldly confront a nearby enemy, searing it with divine light if it ignores your challenge.

At-Will ✦ Divine, Radiant
Minor Action **Close** burst 5
Target: One creature in burst
Effect: You mark the target. If the creature was already marked, your mark supersedes the previous one. The target remains marked until you use this power against another target, or if you fail to engage the target (see below). A creature can be subject to only one mark at a time. A new mark supersedes a mark that was already in place.

While a target is marked, it takes a –2 penalty to attack rolls and takes 6 radiant damage if it makes an attack doesn't include you as a target. The target takes this damage only once per turn.

On your turn, you must engage the target you challenged or challenge a different target. To engage the target, you must either attack it or end your turn adjacent to it. If none of these events occur by the end of your turn, the marked condition ends and you can't use Divine Challenge on your next turn.

You can use Divine Challenge once per turn.

Ability Scores	Check Modifier
Str 18	+4
Con 12	+1
Dex 10	+0

Ability Scores	Check Modifier
Int 11	+0
Wis 13	+1
Cha 16	+3

Feat

Healing Hands: When you use the lay on hands power, the target heals extra damage equal to your Charisma modifier (already included).

Skills (Ability)	Trained?	Modifier
Acrobatics (Dex)		-4
Arcana (Int)		+0
Athletics (Str)		+0
Bluff (Cha)		+3
Diplomacy (Cha)		+3
Dungeoneering (Wis)		+1
Endurance (Con)	Yes	+2
Heal (Wis)	Yes	+6
History (Int)		+2
Insight (Wis)		+1
Intimidate (Cha)	Yes	+10
Nature (Wis)		+1
Perception (Wis)		+1
Religion (Int)	Yes	+5
Stealth (Dex)		-4
Streetwise (Cha)		+3
Thievery (Dex)		-4

Gear

Armor: Plate armor, heavy shield.
Weapon: Longsword, javelins (3). Your javelins have a range of 10/20.
Adventurer's Kit: This kit includes: a backpack, a bedroll, flint and steel, a belt pouch, two sunrods, ten days worth of trail rations, 50 feet of hempen rope, and a waterskin.
Holy symbol of Bahamut
Gold: 5 gp

2nd Level

At 2nd level, you gain the following:

Hit Points: Increase to 33 **Bloodied:** Increase to 16
Healing Surge: Increase to 9
Level Modifier: Because your new level is an even number, everything that includes one-half your level gets better. Increase your attacks, defenses, initiative, and skill check modifiers by 1 point.
Feat: Enlarged Dragon Breath: When you use dragon breath, you can make it blast 5 instead of blast 3.

Martyr's Blessing — Paladin Utility 2

You step into an attack made against an adjacent ally.

Daily ✦ Divine
Immediate Interrupt **Close** burst 1
Trigger: An adjacent ally is hit by a melee or a ranged attack
Effect: You are hit by the attack instead.

3rd Level

At 3rd level, you gain the following:

Hit Points: Increase to 39 **Bloodied:** Increase to 19
Healing Surge: Increase to 10

Staggering Smite — Paladin Attack 3

With a mighty swing, you knock your enemy back.

Encounter ✦ Divine, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +8 vs. AC
Hit: 2d8 + 4 damage, and you can push the target 1 square.

KEEP ON THE SHADOWFELL



ADVENTURE BOOK

©2008 Wizards of the Coast, Inc.

CREDITS

Rob Heinsoo, Andy Collins, James Wyatt
D&D 4th Edition Design Team

Bill Slavicsek, Mike Mearls, James Wyatt
D&D 4th Edition Final Development Strike Team

Mike Mearls and Bruce Cordell
Keep on the Shadowfell Adventure Design

Greg Bilsland, Jeremy Crawford, Kim Mohan
Editing

Bill Slavicsek
Development and Managing Editing

Stacy Longstreet
D&D Senior Art Director

Ryan Sansaver, Shauna Narciso
Art Directors

Emi Tanji
Graphic Designer

William O'Connor
Cover Illustration

Miguel Coimbra, Eric Deschamps
Interior Illustrations

Mike Schley, Jason Engle
Maps and Diagrams

Angelika Lokotz, Erin Dorries, Moriah Scholz, Christopher Tardiff
Publishing Production Specialists

Cynda Callaway
Production Manager

Special Thanks to Brandon Daggerhart, keeper of Shadowfell

DUNGEONS & DRAGONS, D&D, d20, d20 System, WIZARDS OF THE COAST, *Player's Handbook, Dungeon Master's Guide, Monster Manual,* all other Wizards of the Coast product names, and their respective logos are trademarks of Wizards of the Coast in the U.S.A. and other countries. All Wizards characters, character names, and the distinctive likenesses thereof are property of Wizards of the Coast, Inc. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written permission of Wizards of the Coast, Inc. This product is a work of fiction. Any similarity to actual people, organizations, places, or events included herein is purely coincidental. Printed in the U.S.A. ©2008 Wizards of the Coast, Inc.

620-21718740-003 EN
9 8 7 6 5 4 3 2 1
First Printing: May 2008
ISBN: 978-0-7869-4850-5
Visit our website at www.wizards.com/dnd

WELCOME TO the DUNGEONS & DRAGONS® game! You hold the first published adventure using the 4th Edition DUNGEONS & DRAGONS rules, suitable for entertaining your friends for hours with brave deeds and harrowing perils. You, the Dungeon Master (DM), and your friends can explore dungeons, banter with villains, and defeat vicious monsters with sword, spell, and prayer. Together, the player characters (PCs) can work to thwart the insidious plot of an unholy cult, winning great treasure and a heroic reputation.

THE SETTING

Realms, both wondrous and dire, border the world. One such realm is the Shadowfell. Although not inherently evil, the Shadowfell is fraught with dangers, and the barrier between worlds can be thin. Sometimes the darkness breaks into the light.

Nearly two hundred years ago, a cult of the demon prince Orcus purposely created such a gap, connecting one of Orcus's unholy Shadowfell sites to the world. Skeletons, zombies, and fouler creatures flooded through the rift into the light of day. The empire of Nerath dispatched legionnaires to eliminate the threat. The empire's soldiers destroyed the undead, sealed the opening, and built a keep to watch over the location and contain the threat. This is the site known as the Keep on the Shadowfell.

Decades of peace followed, and the village of Winterhaven arose within sight of the keep. Eventually, the great fort fell into ruins and its grand purpose forgotten. Today, it is seen as a harmless tumble of stone and wood.

If only that were true.

THE THREAT

Time passes and empires fall, and even Nerath wasn't immune to the ravages of time. The once-great human empire collapsed almost a century ago, and only memories of its glory remains. Deep within the ruins of the keep, the magic seal crafted by the Nerath wizards continues to protect the rift, but time has begun to erode even this powerful magic. Moreover, the cult of Orcus has returned to the site, intent on finishing what its ancient brethren started.

The cult seeks to reopen the rift to the Shadowfell. However, the magic seal has so far frustrated the cult's intentions. Time, however, is on the side of the cult.

Unless the cult is stopped, the seal will collapse and the passage into the Shadowfell will be opened anew. If that happens, Winterhaven will face the threat alone. Leagues of dangerous roads separate the village from its closest



Kalarel

neighbors, and the place has always stood as a point of light in the ever-growing darkness.

Even so, Winterhaven won't stand long against endless swarms of ravaging undead. The cult of Orcus seeks to open the rift, establish a foothold, and launch further atrocities against the world at large.

RECENT DEVELOPMENTS

A priest of Orcus named Kalarel heads the death cult. Kalarel uncovered the truth about Shadowfell Keep a few years ago, after finding records dating back to the time of the original opening of the rift. Since then, he has been ceaselessly researching an evil ritual that he believes will allow him to shatter the seal and once more open the rift.

Even as he researches the vile rites, Kalarel continues to expand his influence. After gaining control of the keep, he placed agents in the surrounding areas.

Kalarel has established dominion over a tribe of goblins that had set up a lair within the subterranean chambers beneath the keep. These creatures, led by a goblin named Balgron the Fat, guard the place ferociously, not completely out of loyalty to Kalarel but due to their own thirst for wealth and power.

After his control of the keep was solidified, Kalarel dispatched a goblin named Irontooth to oversee a tribe of kobolds operating out of a lair near Winterhaven. Through his goblin agent, Kalarel has ordered the kobolds to harass and, if possible, eliminate anyone in the vicinity (such as adventurers) who have the potential to delay or thwart the priest's plans.

MIGUEL COIMBRA

Kalarel also installed an elf spy named Ninaran in Winterhaven. Through the reports of this individual, Kalarel keeps an eye on the activities of Winterhaven's residents and knows when newcomers arrive.

Kalarel is confident he will achieve his goal and soon reopen the rift to the Shadowfell.

Will anyone dare to prove him wrong?

ADVENTURE SUMMARY

The action of the adventure begins when kobold brigands ambush the player characters on the road to Winterhaven.

In the village, the adventurers learn that the kobolds have recently gone from minor nuisance to dangerous threat. In addition to learning about the rising kobold activity, they also hear about a missing explorer said to be excavating a dragon burial site just outside the town.

When the PCs depart Winterhaven for the first time, the kobolds attack again. This unwanted attention likely prompts the PCs to attack the kobolds' lair. There, the adventurers discover that the kobolds take orders from a goblin named Irontooth, who bears the tattoo of a ram-headed demon.

From this discovery and other clues gleaned by talking to Winterhaven's citizens, the PCs discover that the ruined keep might hide an active cult of Orcus. Adventurers can then make their way to the keep and attempt to foil the cult's machinations. If the PCs persevere in the face of the keep's perils, including undead monsters, traps, swarms of goblins, and a horde of evil cultists, they must eventually face the vile priest of Orcus, Kalarel.



Balgron the Fat

PREPARING FOR ADVENTURE

As the adventure begins, the player characters find themselves traveling down a road that hasn't been maintained in nearly a hundred years ago. Explain to the players that their characters know each other and are traveling through a dangerous wilderness toward the small town of Winterhaven.

Use one of the hooks below to set up the backstory for the adventurers, or create your own. You don't need a lot of details; you just need enough to explain why the PCs are together and why they are traveling on this once-proud road that fell long ago into disrepair.

If you use one or more of these hooks, the PCs might also gain experience points for completing a quest. When the party finishes a quest, divide the XP award among all the characters who participated in the quest.

Hook: Missing Mentor

The player characters seek news of their old friend and mentor, Douven Staul. The man who trained them for a life of adventure bade his friends farewell three months ago and headed for Winterhaven. Douven, a rabid explorer of old ruins, had found a map that revealed the location of a dragon's tomb not far from the village. He figured if a dragon was buried there, why not also its hoard?

The explorer should have returned some time ago, and his continuing absence bodes ill. The adventurers fear the worst and are determined to find out what happened to their mentor.

Alternative: Douven's wife asks the PCs to locate her missing husband.

Quest XP: 1,250 XP for discovering Douven's fate.

Hook: Ruins of Empire

Winterhaven grew up in the shadow of an old keep. Like other similar structures across the land, the keep fell into disrepair when the empire of Nerath crumbled a hundred years earlier. Winterhaven survives to this day, a modest point of light in a world that has grown darker and more dangerous.

A scholar named Parle Cranewing hires the characters to locate the old keep and map what remains of it, promising to pay 250 gp for a complete rendering. The adventurers readily agree to explore the ruined fortress near Winterhaven. These ruins might contain the treasures and secrets of the vanished human empire. Determined to earn a reputation, as well as the scholar's gold, the PCs head out in search of adventure.

Quest XP: 1,750 XP and 250 gp for delivering a complete map to the scholar Parle Cranewing.



Area Map

Hook: Ominous Signs

Marla of the Great Church, an earnest young priest of the good deity Pelor, contacts the PCs before the start of the adventure. She has been studying the history and activity of various demon and death cults. According to Marla's research, witnesses saw a small group of death cultists traveling toward Winterhaven about a year ago. She has since learned that the head of this group is a dangerous and twisted priest named Kalarel. Marla fears that Kalarel has set up a secret cult in the area and is conducting unholy ceremonies. She asks the PCs to travel to Winterhaven, determine if there is any death cult activity in the area, and, if so, to stamp it out.

Alternative: The PC cleric has gotten wind of this unsettling possibility.

Quest XP: 2,000 XP for destroying the cult, as well as 250 gp for bringing back proof that the cult has been destroyed and its plan disrupted.

THE ADVENTURE BEGINS

Once your players understand their characters' motivations for traveling to Winterhaven, the adventure can begin. The characters start by traveling west along the old King's Road toward Winterhaven. Before they reach the town, however. they are ambushed. Read through the material on the following pages, and then refer to page 16 for the opening encounter.

What You Need to Play

This book includes the encounters the PCs face as they explore and adventure in the Winterhaven region. It also provides a campaign map of the region and a keyed map of Winterhaven, a village the player characters can use as their base of operations.

Both you and your players should read through the Dungeons & Dragons *4th Edition Quick-Start Rules* book, included with this adventure. There are expanded rules on the following pages meant just for the Dungeon Master.

The *Quick-Start* book also contains five ready-to-play characters. Let each of your players select one of these characters to use in this adventure. Each character also features information on how that character improves when it gains a level. These characters will advance from 1st level through most of 3rd level by the end of this adventure.

Before play, make certain you understand the rules. Also read through at least the first few encounters described in this book before starting. This review enables you to become familiar with the material and the style of presentation.

Using Tactical Encounters

Each encounter includes several common elements, as described below.

Encounter Level

Each tactical encounter assumes a group of five player characters. An encounter of average difficulty is one where the encounter level is equal to the level of the party. For example, the first encounter (On the Road: Kobold Brigands on page 16) is a Level 1 encounter, which matches the starting level of the PCs. Encounters that are 1 or 2 levels lower than the party are easy encounters, while encounters that are 2 or more levels higher than the party are hard encounters.

For overcoming an encounter, a group earns the XP value listed beside the encounter level. This amount should be divided by the number of group members, and an equal amount should be awarded to each character.

Setup

This section of a tactical encounter provides the basic parameters of the encounter.

First, it provides context or background information for the encounter. Next, it provides a key to the monsters in the encounter so you can locate them on the tactical map. For example, the setup text for the first encounter indicates that the kobold dragonshield is represented on the map by a **D**. The map of each encounter area indicates where the monsters are located when the encounter begins. The setup section also describes what monsters are doing and how they react when the PCs arrive.

Read Aloud Text

Read aloud text provides information about what the characters can see and are aware of. You do not have to read it word for word; feel free to paraphrase and use your own words when describing this information. Use read aloud text wisely; they are written for the most common approach to a particular situation and what your player characters do might require you to alter the information in any number of ways.

Monster Statistics

Encounters include stat blocks for each monster type present in the encounter. If more than one monster of a particular kind is present, the stat block indicates how many creatures can be found.

Tactics

This entry describes special actions the monsters take to defeat the adventurers. Sometimes this means the monsters take advantage of special features of the area or make use of special powers or equipment.

Map

Each encounter includes a map keyed with the initial locations of each monster. The map also indicates the location of any special features of the area. Some encounters use the poster maps included in this adventure; other encounters you will have to set up yourself, using D&D *Dungeon Tiles*, for example.

Features of the Area

This section describes special features noted on the map. If the location has items or areas of interest with which the characters can interact, those features are described here. Look here to see if a door is out of the ordinary, if an altar has a secret compartment, or if the area includes treasure.

MIKE SCHLEY

Using Monster Statistics

The following monster stat block explanation uses the Orcus underpriest (from Encounter Area 18, page 76) as an example.

Orcus Underpriest **Level 5 Controller**

Name: A word or phrase that identifies the monster.

Level: A measure of the creature's power. A monster's level can be as low as 1 or as high as 30 or more.

Role: Every monster has a role to play in a combat encounter. For the purpose of this adventure, it's not necessary for you to know all the monster roles and how they are defined. The characteristics that differentiate one role from the others are taken into account in each monster's stat block.

Medium natural humanoid (human) XP 200

Size: Small and Medium creatures occupy 1 square, and Large creatures occupy 4 squares (in a 2×2 space).

Origin: A creature's origin suggests where its race originated in the D&D cosmology.

Type: A monster's type indicates if it is humanoid, a beast, a magical beast, or magically animate.

(**Keyword):** A keyword, when present, appears in parentheses after a monster's type. It further defines a creature; for instance, the underpriest has the keyword (human), a zombie would have the keyword (undead).

XP: This value denotes how many experience points a group of PCs earn for defeating the monster.

Initiative +4 **Senses** Perception +3

Initiative: The monster's initiative modifier.

Senses: A creature's special forms of perception, such as darkvision or low-light vision, appear here.

HP 64 **Bloodied** 32

HP: The monster's full normal hit points.

Bloodied: Half normal hit points; some powers come into play when a monster is bloodied.

Blessing of Orcus aura 10; allies in the area gain *death strike*

Aura: An ability that provides an effect within the given range (in this case, 10 squares).

AC 19 **Fortitude** 17 **Reflex** 14 **Will** 15

Defenses: These numbers are used to determine if an attack hits the monster.

Immune **Resist** **Vulnerable**
Weakness

These entries (not present in the underpriest's stat block) identify attacks or effects that are handled in a special way when employed against the monster.

Immune: The monster suffers no effect from attacks of the specified kind.

Resist: The monster reduces all damage it takes of the specified kind by the indicated amount.

Vulnerable: Creatures with vulnerability take extra damage when struck by an attack that deals a specific kind of damage.

Weakness: Some monsters are especially susceptible to specific conditions or attacks.

Speed 6

Speed: The number of squares the monster can move with a single move action. If it has special movement abilities (such as Climb or Fly), those speeds are given.

⨺ **Mace** (standard; at will) +11 vs. AC; 1d6+5 damage
⨻ **Shadow Curse** (standard; at will) range 5; +8 vs. Fortitude; 2d8+8 necrotic damage and -2 AC until the end of the Orcus Underpriest's next turn.
Infuse with Shadow (standard; *recharge* 5 6) one ally within 5 squares gains a +5 bonus to its next attack and recovers 25% of its full hit points.

Attacks and Powers: This section gives details on the ways a monster can do harm to PCs.

⨺ **Melee:** An entry preceded by this symbol is the monster's basic melee attack. The description includes the kind of action needed to make the attack, the bonus to the monster's attack roll, the defense targeted by the attack, and the damage that results from a hit.
⨻ **Ranged:** An entry preceded by this symbol is the monster's basic ranged attack, which is effective against a target within the given range (in squares).

Powers: Some monsters have powers they can use with or in addition to their basic attacks.

Alignment Evil **Languages** Common, Goblin

Alignment: A creature's general motivation and behavior.

Language: A creature can read or speak the languages given here.

Skills Religion +8

Skills: Some monsters are particularly adept in certain skills, as noted on this line.

Str 17 (+5)	**Dex** 14 (+4)	**Wis** 12 (+3)
Con 16 (+5)	**Int** 11 (+2)	**Cha** 17 (+5)

Ability Scores: The six numbers are the basis for many of a monster's other abilities. The parenthetical number is the value used to make an ability check.

DM'S QUICK-START RULES

The newest edition to the Dungeons & Dragons Role-playing Game showcases an evolution in gameplay and puts an emphasis on fun. These Quick-Start Rules provide an overview of the game from the Dungeon Master's perspective so that you can play the Keep on the Shadowfell adventure. These rules complement those found in the players' *Quick-Start Rules* booklet.

These *Quick-Start Rules* give only the most cursory explanation of the D&D game. For the complete experience, including character creation and the full rules of the game, pick up the new D&D *Player's Handbook, Dungeon Master's Guide,* and *Monster Manual,* and check out www.dndinsider.com for even more information.

Dungeons & Dragons

D&D is the original roleplaying game, the game that created a new category of entertainmemt. Set in a medieval fantasy world of magic and monsters, the game allows you to experience stories and adventures full of endless possibilities and amazing surprises.

Playing D&D

To play, you need a Dungeon Master to present challenges, adjudicate the rules, and narrate the adventure. You also need players to run heroic characters (five players work best), an adventure (such as Keep on the Shadowfell), and dice.

A character is a player's interface with the world of D&D. Like the hero of a novel or the star of a movie, the player characters are at the center of all the action. But there's no script to follow—the course of every adventure is determined through the actions the players take. And each character grows and improves as the game goes on.

The D&D game uses a special set of dice. These include at least one of each of these types of dice: d4, d6, d8, d10, d12, and d20. The number corresponds to the number of sides each particular die has. When you roll 3d6+4, for example, you roll three six-sided dice and add 4 to the result.

It also helps to have D&D Miniatures to represent the heroes and monsters in the game, and D&D Dungeon Tiles or some other battle grid to create the adventure encounters. This adventure also includes three double-sided poster maps of key adventure areas that are scaled for use with D&D Miniatures.

The Core Mechanic

At its heart, the D&D game uses a core game mechanic. Once you master this, you know how to play the game. It all revolves around task resolution. How do you know if a sword swing hits the owlbear? If an outrageous bluff tricks the guards? If a fireblast spell hits the charging kobolds? It all depends on these basic rules:

- A player decides what his or her character wants to do and tells the Dungeon Master.
- Roll a d20 (the higher the roll, the better).
- Add any relevant modifiers (as shown on the player's character sheet).
- Compare the total result to a target number.

If the result is equal to or higher than the target number, the task succeeds. If the result is lower than the target number, the task fails.

There's a little more to it than that, but the core mechanic governs all D&D game play. Everything else is an extension or refinement of the core mechanic. Key examples of the core mechanic in play follow.

Skill Checks

When you use a skill, you make a skill check.

- Roll a d20 and add your skill modifier (as shown on your character sheet or in the monster stat block).
- Add any situational modifiers, usually from powers affecting you.
- The total is your check result.

The higher the result, the better. Your result is compared against a Difficulty Class (a number set by the DM

Three Basic Rules

Along with the core mechanic, three basic principles should always be remembered. Other rules in the game are based on these assumptions.

Simple Rules, Many Exceptions: Every class, race, feat, power, and monster in the D&D game breaks the rules in some way. From minor to significant, the game is built upon exception-based rules design. For example, a normal melee attack always deals a few points of damage, but every class has powers that ramp up the damage when they get used.

Specific Beats General: If a specific rule contradicts a general rule, the specific rule wins. For example, you normally can't move as part of a regular attack. But if you have a power that allows you to move and attack, that specific rule trumps the general rule—when you use that power.

Always Round Down: When the game asks you to divide a number, such as when you add half your level to your attack roll, you always round down to the next lower whole number.

based on the situation) or an opposed check made by a character opposing your use of the skill.

Sometimes the only way to complete a complex task is to perform a skill challenge. A skill challenge requires a character to achieve a certain number of successes before achieving a certain number of failures. If a skill challenge is warranted for a given encounter, it will be described in that encounter, with the necessary rules for the DM to use.

Attack Rolls

When you make an attack, either using a basic attack or a power, you make an attack roll.

- Choose the attack type you want to use. (See "Attack Types" on page 9.)
- Choose a target for your attack that is within range of the attack type you selected. (Some attacks can be made against multiple targets.)
- Roll a d20 and add your attack modifier (as shown on your character sheet or in the monster stat block).
- The total is your attack roll result.

The higher the result, the better. Your result is compared against the target's defense score. Different attack types are compared against different defense scores. Characters and monsters have four different defenses: Armor Class (AC), Fortitude, Reflex, and Will.

Encounters

The action of a D&D game takes place in encounters. In encounters, all characters have something to do and it's important for them to work together to overcome whatever challenge is set before them. Outside of encounters, characters explore their environment and engage in social interactions. When exploration or social interaction involves serious consequences for success or failure, it becomes an encounter.

Encounters come in two basic forms: combat encounters and noncombat encounters.

Combat Encounters

Fighting monsters. What D&D adventure would be complete without combat encounters where characters rely on attack powers, skills, feats, and magic items to battle hordes of ravenous creatures or evil villains?

Noncombat Encounters

Noncombat encounters focus on skill use, utility powers, your wits, and your roleplaying skills. These encounters include dealing with traps and hazards, solving puzzles, and overcoming skill challenges.

Combat

Combat encounters break out when the player characters run into an opposing force. That force could be a powerful solo monster, a group of terrifying creatures, or a gang of villainous nonplayer characters. The chaos of combat is organized into a cycle of rounds and turns.

Round: In a round, every combatant takes a turn. A round represents about 6 seconds in the game world.

Turn: On your turn, you take actions in any order you wish. (See "Actions" below.)

Combat Sequence

A combat encounter follows this sequence:

Establish positions. The DM decides where the combatants start out on the battle grid. The DM shows the players where they can set up their characters and then places the monsters.

Roll initiative. Everyone involved in the encounter rolls initiative (roll a d20 and add your initiative modifier, as shown on your character sheet). This determines the order of battle for the entire encounter.

Take surprise round actions. If any combatants gained a surprise round, they act in initiative order, each taking a single action.

Take turns. In initiative order, highest result starting first, every combatant takes a turn.

Repeat. Start a new round and repeat the initiative order. Continue until one side or the other flees or is defeated.

End the encounter. After one side or the other flees or is defeated, the encounter ends when the remaining side takes a short or an extended rest.

Actions

Combat rounds consist of characters using actions. The main action types include:

Standard Action: You can normally take one standard action on your turn. Most attack powers require the use of a standard action.

Move Action: You can normally take one move action on your turn. Walking your speed requires the use of a move action.

Minor Action: A minor action enables you to do something more exciting. You can normally only take them on your turn. Drawing a weapon or opening a chest requires the use of a minor action.

Free Action: Free actions take almost no time or effort. You can take as many free actions as you want during your or another combatant's turn, as allowed by the DM. Free actions include talking and dropping a held item.

There are two additional action types that require triggers before you can use them—an action, event, or condition that takes place on another combatant's turn.

Opportunity Action: When an enemy lets its guard down, you can take an opportunity action. You can only

take one opportunity action on each combatant's turn (if available). An opportunity action interrupts the action that triggered it.

The most common opportunity action is an opportunity attack. When an enemy leaves a square adjacent to you, or when an adjacent enemy makes a ranged or an area attack, you can make an opportunity attack against that enemy.

Immediate Action: Interrupts and reactions are immediate actions. Specific powers define the trigger for these actions. You can only take one immediate action per round, and you can't take an immediate action on your turn.

An interrupt lets you act before the triggering action is resolved. If the interrupt invalidates the triggering action, that action is lost.

A reaction lets you act immediately in response to a triggering action. The triggering action is completely resolved before you take your reaction.

Taking Your Turn

On your initiative order, you take your turn. Your turn has three parts: the start of your turn, actions on your turn, and the end of your turn. For the DM, a turn consists of taking actions for the monsters in the encounter.

The Start of Your Turn: Before you act, use the start of your turn to keep track of any effects.

- Ongoing Damage. If you're suffering ongoing damage, you take damage now.
- Regeneration. If you have regeneration, you regain hit points now.
- Other Effects. Deal with any other effects that occur at the start of your turn.
- No Actions. You can't take any actions at the start of your turn.

Actions on Your Turn: You get three actions to perform on your turn.

Standard action
Move action
Minor action

- Free Actions. You can take as many free actions as you want on your turn, within reason and as allowed by the DM.
- Any Order. You can take your actions in any order, and you can skip any of them.
- Substitute Actions. You can take a move action or a minor action instead of a standard action, and you can take a minor action instead of a move action.
- Extra Action. You can take an extra standard action by spending an action point (see page 12).
- Other Combatants' Actions. Other combatants can take free actions on your turn, and you might take actions that trigger immediate actions or opportunity actions from other combatants.

The End of Your Turn: After you act, use the end of your turn to keep track of any effects.

- Saving Throws. You now make a saving throw against each effect that can be ended with a save. Roll a d20. If you roll lower than 10, the effect continues. If you roll 10 or higher, the effect ends.
- End Effects. Some effects end automatically at the end of your turn.
- No Actions. You can't take any actions at the end of your turn.

Attacks and Damage

If you successfully attack an enemy with a basic attack or power, you deal damage. Roll the damage dice as specified on your character sheet. Damage reduces a character's hit points.

Critical Hits

When you roll a 20 on the die when making an attack roll, you score a critical hit.

Instead of rolling damage, you deal the maximum amount of damage possible for the attack when you score a critical hit.

Example: The dwarf fighter scores a critical hit with his basic melee attack. The damage for this attack is 2d6+3. So, maximum damage for this attack is 15 points of damage (6+6+3=15).

Flanking

Flanking provides a simple combat tactic for you and an ally to use against an enemy. To flank an enemy, you and an ally must be adjacent to the enemy and on opposite sides of the enemy's space. You and your ally must be able to attack the enemy (with a melee or ranged weapon, or with an unarmed attack). If there's a barrier between your enemy and either you or your ally, you don't flank. If you are affected by a condition that prevents you from taking actions, you don't flank.

You have combat advantage against an enemy you flank (see below).

Combat Advantage

When a defender can't give full attention to defense, it grants combat advantage to its attacker. This usually occurs when the defender is flanked, stunned, or otherwise caught off guard.

- **+2 Bonus to Attack Rolls.** You gain this bonus when you have combat advantage against the target of your attack.
- **Able to See Target.** You must be able to see a target to gain combat advantage against it.

Attack Types

There are four basic attack types.

Melee Attack. A melee attack can target one adjacent creature and typically uses a weapon. Attacking with a sword or mace is an example of a melee attack.

Ranged Attack. A ranged attack is a strike against a distant target. A ranged attack targets only one creature within its range. Shooting a bow or firing a *magic missile* is an example of a ranged attack.

Range: Character sheets and monster stat blocks specify the range of ranged powers and weapons. A power with Range 6 can hit a target no more than 6 squares away; Range 10 can hit a target no more than 10 squares away, and so on. Powers that have the word *sight* instead of a range number can hit a target within line of sight.

A ranged weapon has two range numbers: its normal range and its long range. If a target is farther away than a weapon's normal range but within long range, the attack takes a –2 penalty to the attack roll. If the target is within the weapon's normal range, there is no penalty.

Opportunity Attacks: Using a ranged attack provokes opportunity attacks from enemies within range (page 8).

Close Attack. A close attack affects multiple nearby targets. Close attacks include two types of powers: weapon attacks that damage multiple foes with one swing and attacks created from energy that flows from a creature or an object it carries.

Origin Square: Depending on the power you use, close attacks originate in your square or an adjacent square.

Area of Effect: Each close attack has an area of effect, which determines the attack's shape. You attack all enemies, allies, and objects in each square within the close attack's area. A target is not affected if a solid barrier is interposed between it and the origin square.

Area Attack. Area attacks are similar to close attacks, except that their origin square is some distance away from the user. A ball of fire that streaks across the battlefield and explodes is an example of an area attack.

Range and Origin Square: An area attack's range is given in the power description. A creature must choose a square within range as the origin square. The origin square is where the area of effect is centered, and there cannot be a solid barrier between the user and that square. The range includes both the maximum distance to the origin square and the size of the area of effect.

Area of Effect: The area of effect sets the shape of the attack and determines the targets it affects. The user attacks all enemies, allies, and objects in each square within the area of effect. A creature doesn't need line of sight to the origin square, the target, or from the origin square to the target. However, a target is unaffected if no line of effect exists between the origin square and itself, such as a solid barrier interposed between the origin square and target.

Opportunity Attacks: Using area attacks provokes opportunity attacks from enemies within range (page 8).

Targets

To target a creature, it must be within a power's range and not entirely behind a solid barrier. Many powers allow a creature to select multiple targets. Each of these creatures must be an eligible target.

Range. Range is the distance from a source to a target. Each power specifies a maximum range.

To determine range, count the number of squares between a source and its target, including the target's square but not the source's. The path must be straight when determining range.

Areas of Effect. For powers that create an area of effect, a creature selects an origin square as the target and creates an effect from that space. A creature must be able to target the origin square in order to create an area of effect from it.

Whenever a creature uses a power with an area of effect, it makes a single damage roll but a separate attack roll for each affected creature. It's easiest to go in that order, especially if the power deals half damage on a miss. Roll and add up the damage, then make attack rolls one by one. (If an attack is a critical hit, determine that damage separately.)

Barrier: A barrier runs along the edge of a specified number of squares. A barrier must cross at least one edge of the origin square.

Blast: A blast fills an area adjacent to the caster that is a specified number of squares on a side. For example, a blast 3 affects a 3-square-by-3-square area adjacent to the caster. The blast must be adjacent to its origin square, which is a square in the caster's space. The origin square is not affected by the blast. A blast only affects a target if the target is in the blast's area and if there is line of effect from the origin square to the target.

Burst: A burst starts in a target square and extends in all directions to a specified number of squares from the target square. A burst is centered on the origin square. Unless a power description notes otherwise, a burst does not affect its creator.

Attack Modifiers

In combat, many circumstances can increase or decrease the chance of hitting a target. For example, a flanked target is easier to hit, whereas a target behind cover is harder to hit. A circumstance that provides a temporary advantage or disadvantage is represented by a modifier to the attack roll. A creature adds the modifier to the attack bonus when making an attack.

Ongoing Damage

Some powers deal ongoing damage on the turns after the initial attack.

Start of Your Turn: A creature takes ongoing damage at the start of its turn.

Ongoing damage of the same type isn't added together; only the higher number applies.

Attack Modifiers	
All Attack Types	**Modifier**
Combat advantage against foe	+2
Attacker is prone	-2
Target has normal cover	-2
Target has superior cover	-5

Melee Attacks	Modifier
Charge attack	+1
Target has concealment	-2
No line of sight to target	-5

Ranged Attacks	Modifier
Long range (weapon attacks only)	-2
Target is prone	-2
Target has concealment	-2
No line of sight to target	-5

Close Attacks
There are no modifiers specific to close attacks.

Area Attacks	Modifier
Origin square has concealment	-2
No line of sight to origin square	-5

End of Your Turn: Each round at the end of a creature's turn, it makes a saving throw (page 9) against each type of ongoing damage. If its succeed on a save, the creature stops taking ongoing damage of that type.

Other Actions in Combat

This section describes how to perform some of the most common actions available on your turn.

Basic Attack. As a standard action, you can make a melee basic attack or a ranged basic attack.

Charge. As a standard action, you can launch yourself forward and make a melee basic attack. Move your speed as part of the charge. At the end of your move, you make a melee basic attack with a +1 bonus to the attack roll. You must move at least 2 squares from your starting position, and you must charge to the nearest unoccupied square from which you can attack the enemy. Charging provokes attacks of opportunity. After a charge, you can't take any further actions unless you spend an action point (see page 12).

Second Wind. As a standard action, you can spend a healing surge to regain hit points. When you do, you regain one-quarter of your maximum hit points (rounded down). You also gain a +2 bonus to all defenses until the start of your next turn. You can use your second wind once per encounter.

Use a Power. Most powers are standard actions. Refer to your character sheet to see what powers you have access to.

Movement

You can use a move action to walk your speed in a turn. If you use two move actions (substituting a move for a standard action), you can walk your speed twice on your turn.

Move Actions

These activities require the use of a move action.

- **Walk.** Move up to your speed.
- **Shift.** Move 1 square without provoking opportunity attacks. You can't normally shift into difficult terrain.
- **Run.** Move up to your speed +2 squares and grant combat advantage.

Forced Movement

Certain powers and effects allow you to pull, push, or slide a target.

Pull: When you pull a creature, each square you move it must bring it nearer to you.

Push: When you push a creature, each square you move it must place it farther away from you.

Slide: When you slide a creature, there's no restriction on the direction you can move it.

The following rules govern all forced movement.

- **Distance.** The power specifies how many squares you can move a target. You can choose to move the target fewer squares or not to move the target at all.
- **Specific Destination.** Some powers instead specify a destination, such as any square adjacent to you.
- **No Opportunity Attacks.** Forced movement does not provoke opportunity attacks.
- **Difficult Terrain.** Forced movement isn't hindered by difficult terrain (see page 12).
- **Not a Move.** Forced movement doesn't count against a target's ability to move on its turn.
- Valid Space. Forced movement can't move a target into a space it couldn't enter by walking.

Distance and Movement

To measure distance on a battle grid, simply count squares. You can move your speed in squares as a move action, in any direction, across squares or across diagonals.

Occupied Squares

In general, you can't move through an occupied square.

- **Ally.** You can move through a square occupied by an ally.
- **Enemy.** You can't move through an enemy's space unless that enemy is helpless.
- **Ending Movement.** You can't end your movement in an occupied square unless it's an ally's square and the ally is prone, or it's an enemy's square and the enemy is helpless.

Difficult Terrain

Rubble, undergrowth, shallow bogs, steep stairs, and other types of difficult terrain hampers movement. It costs 1 additional square of movement to enter a square of difficult terrain. If you don't have enough movement remaining, you can't enter a square of difficult terrain. You can't shift into a square of difficult terrain unless you have a power that allows you to do so.

Obstacles

You can't enter a square with an obstacle that fills the square, such as a wall or a pillar. When an obstacle fills a square, you can't move diagonally across the corner of that square.

Action Points

Once per encounter, you can spend an action point. When you spend an action point, it's gone. You earn more action points by adventuring.

- Player characters start with 1 action point. Only some monsters have action points, as shown in a monster's stat block.
- Player characters gain 1 action point when they reach a milestone in your adventure. A milestone occurs at the end of every two encounters that the PCs complete in the same day (without taking an extended rest, see below). So, if the PCs complete five encounters before deciding to take an extended rest, they would earn a milestone at the end of encounters 2 and 4 that day.
- After an extended rest (see below), player characters lose any unspent action points, but start fresh with 1 action point.
- Most often, you spend an action point to take an extra action during your turn. You decide if the extra action is a standard action, a move action, or a minor action.

Hit Points, Healing, and Dying

Over the course of a battle, characters take damage from attacks. Damage reduces a character's hit points.

- **Maximum Hit Points.** PCs and monsters have a maximum number of hit points, as determined by class, level, and Constitution score. A character's current hit points can't exceed this number.
- **Bloodied.** When your current hit points drop to one-half your maximum hit points or lower, you are bloodied. Certain powers work only (or work better) against a bloodied target.
- **Dying.** When a PCs current hit points drop to 0 or lower, the PC falls unconscious and is dying. Any damage the PC takes continues to reduce the PC's current hit points until the character dies. When a monster's hit points drop to 0, it is defeated.
- **Death Saving Throw.** When a PC is dying, the player makes a saving throw at the end of his or her turn each round. If the save succeeds (roll 10 or better), there is no change in the PC's condition. If the save fails (roll lower than 10), the PC slips one step closer to death. If the save fail three times, the character dies.
- **Death.** When a PC takes damage that reduces his or her current hit points to a negative number that's the same as the PC's bloodied number, or if the PC fails the death save three times, the character dies. Monsters simply die when they are reduced to 0 hit points.

Healing in Combat

Even as the battle rages, characters can heal. A PC can heal himself by using his second wind (see page 11). An ally can use the Heal skill on a PC (see below). An ally can use a healing power on a PC. Monsters have limited ways to heal, as described in the encounters and the monster stat blocks, when appropriate.

When a power heals a PC, the PC doesn't have to take an action to spend a healing surge. Even when a PC is unconscious, the power uses the PC's healing surge to restore hit points. And some powers don't require a character to spend a healing surge at all.

Healing the Dying

If a player character is dying and receives healing, the PC goes to 0 hit points and then regains hit points from there. As soon as the PC's current hit point total is higher than 0, he or she becomes conscious and is no longer dying.

Rest and Recovery

Outside of encounters, player characters can take one of two types of rest: a short rest or an extended rest.

Short Rest. A short rest allows PCs to renew their encounter powers and use healing surges to regain hit points. It lasts about 5 minutes. PCs can take as many short rests per day as they want. During a short rest, PCs have to rest; no strenuous activity, no interruptions.

Extended Rest. Once per day, PCs can take an extended rest. It must last at least 6 hours to gain the benefits. PCs have to rest or sleep during this period. At the end of the rest, they regain any hit points they lost and any healing surges they spent, their daily powers are renewed, and they lose any unspent action points and gain 1 fresh action point.

Gaining Levels

When your player characters earn enough XP to gain a new level, information on the back of their character sheets tells them how to improve their character. These improvements go into effect after an extended rest.

When a character earns a total of 1,000 XP, he or she achieves 2nd level.

When a character earns a total of 2,250 XP, he or she achieves 3rd level.

By the end of this adventure, the characters should reach 4th level or be very close to reaching it.

Conditions

Powers, monsters, traps, and the environment can all cause conditions. A condition imposes a penalty, a vulnerability, a hindrance, or a combination of effects. The effect that imposes a condition describes how long that condition lasts.

BLINDED

- You grant combat advantage.
- You can't see any target (your targets have total concealment).
- You take a -10 penalty to Perception checks.
- You can't flank an enemy.

DAZED

- You grant combat advantage.
- You can take either a standard action, a move action, or a minor action on your turn (you can also take free actions). You can't take immediate actions or opportunity actions.
- You can't flank an enemy.

DEAFENED

- You can't hear anything.
- You take a -10 penalty to Perception checks.

DOMINATED

- You're dazed.
- The dominating creature chooses your one action. The only powers it can make you use are at-will powers.

DYING

- You're unconscious.
- You're at 0 or negative hit points.
- You make a death saving throw every round.

HELPLESS

- You grant combat advantage. **Note:** Usually you're helpless because you're unconscious.

IMMOBILIZED

- You can't move from your space, although you can teleport and can be forced to move by a pull, a push, or a slide.

MARKED

- You take a -2 penalty to attack rolls if your attack doesn't include the creature that marked you.

PETRIFIED

- You have been turned to stone.
- You can't take actions.
- You gain resist 20 to all damage.
- You are unaware of your surroundings.
- You don't age.

PRONE

- You grant combat advantage to enemies making melee attacks against you.
- You get a +2 bonus to all defenses against ranged attacks from nonadjacent enemies.
- You're lying on the ground. (If you're flying, you safely descend a distance equal to your fly speed. If you don't reach the ground, you fall.)
- You take a -2 penalty to attack rolls.

RESTRAINED

- You grant combat advantage.
- You're immobilized.
- You can't be forced to move by a pull, a push, or a slide.
- You take a -2 penalty to attack rolls.

SLOWED

- Your speed becomes 2. This speed applies to all your movement modes, but it does not apply to teleportation or to a pull, a push, or a slide. You can't increase your speed above 2, and your speed doesn't increase if it was lower than 2. If you're slowed while moving, stop moving if you have already moved 2 or more squares.

STUNNED

- You grant combat advantage.
- You can't take actions.
- You can't flank an enemy.

SURPRISED

- You grant combat advantage.
- You can't take actions, other than free actions.
- You can't flank an enemy.

UNCONSCIOUS

- You're helpless.
- You take a -5 penalty to all defenses.
- You can't take actions.
- You fall prone, if possible.
- You can't flank an enemy.

WEAKENED

- Your attacks deal half damage. Ongoing damage you deal is not affected.

Skills

Skills represent a character's capabilities beyond straight-up combat. DCs for common skill checks appear in each encounter, as appropriate. You can also use these DCs as a general guideline.

Level of Difficulty	DC
Easy	15
Moderate	20
Hard	25

Some skills receive a penalty when a character is wearing a certain kind of armor. This is already included on the character sheets, where appropriate.

A quick description of skills follows.

Acrobatics (Dexterity)

Armor Check Penalty

Use this skill to test your balance on narrow or unstable surfaces, or to escape from a grab or from restraints.

Arcana (Intelligence)

You have knowledge about magic and magical effects, as well as creatures that have the elemental, the fey, or the shadow origin (a creature of the Elemental Chaos, the Feywild, or the Shadowfell).

Athletics (Strength)

Armor Check Penalty

Use this skill to climb, swim, or jump. When climbing or swimming, a successful check allows you to move at half your speed. To make a long jump, divide your check result by 10; this is the number of squares you can leap across. If you move at least 2 squares before jumping, divide the result by 5 instead.

Bluff (Charisma)

Use this skill to make what's false appear to be true, fast-talk a guard, gamble, con a merchant, or tell lies. Bluff is an opposed check vs. Insight.

Diplomacy (Charisma)

Use this skill to influence others with tact and social grace, change opinions, inspire good will, and to negotiate a deal in good faith.

Dungeoneering (Wisdom)

You have knowledge about forging a path through a dungeon complex, recognizing dungeon hazards, finding food in the Underdark, and identifying a creature with the aberrant origin.

Endurance (Constitution)

Armor Check Penalty

Use this skill to stave off ill effects and to push beyond normal physical limits.

Heal (Wisdom)

Use this skill to administer first aid, stabilize a dying character, grant a saving throw, or treat a disease.

First Aid: Standard action.

- **Use Second Wind:** Make a DC 10 Heal check to allow an adjacent character to use his or her second wind (page 11) without the character having to take an action to do so. The character doesn't gain the defense bonuses normally granted by second wind.
- **Stabilize the Dying:** Make a DC 15 Heal check to stabilize an adjacent dying character. If you succeed, the character can stop making death saving throws until he or she takes damage. The character's current hit point total doesn't change as a result of being stabilized.
- **Grant a Saving Throw:** Make a DC 15 Heal check. If you succeed, an adjacent ally can immediately make a saving throw, or the ally gets a +2 bonus to a saving throw at the end of his or her next turn.

History (Intelligence)

You have knowledge related to history, including significant events, legends, customs, and traditions.

Insight (Wisdom)

Use this skill to discern intent and decipher body language, making a best guess as to a target's motives, attitudes, and truthfulness. You use this skill to counter a Bluff check.

Task	Insight DC
Sense motives, attitudes	10 + creature's level
Sense outside influence	25 + effect's level
Recognize effect as illusory	15 + effect's level

Intimidate (Charisma)

Use this skill to influence others through hostile actions and overt threats. Make an Intimidate check against a target's Will defense.

Nature (Wisdom)

You have knowledge related to finding your way through the wilderness, recognizing natural hazards, handling a natural beast, and living off the land. You can also identify a creature with the natural origin.

Perception (Wisdom)

Use this skill to notice clues, spot imminent dangers, and locate hidden objects.

This skill is used against another creature's Stealth check or against a DC set by the DM. In most situations, the DM uses a character's passive Perception result (skill modifier +10) to determine if a character notices a clue or an imminent danger.

Perception: No action required—either you notice something or you don't. If you want to use the skill actively, you need to take a standard action or spend 1 minute listening or searching, depending on the task.

- **Opposed Check:** Perception vs. Stealth when trying to spot or hear a creature using Stealth. Your check might be modified by distance or if you're listening through a door or a wall (see the table).
- **DC:** See the table for DCs when you're trying to hear or spot something, or searching an area.
- **Success:** You spot or hear something.
- **Failure:** You can't try again unless circumstances change.
- **Searching:** When actively searching an area or looking for something specific, assume you're searching each adjacent square. The DM might allow you to do this as a standard action, but usually searching requires at least 1 minute.

Listen	Perception DC
Battle	0
Normal conversation	10
Whispers	20
Through a door	+5
Through a wall	+10
More than 10 squares away	+2

Spot or Search	Perception DC
Barely hidden	10
Well hidden	25
More than 10 squares away	+2

Religion (Intelligence)

You have knowledge about religious traditions. You can also identify a creature with the immortal origin or an undead type.

Stealth (Dexterity)

Armor Check Penalty

Use this skill to hide and move silently. This skill is used against another creature's Perception check or against a DC set by the DM.

Streetwise (Charisma)

You know how to get the lay of the land in an urban setting (a village, town, or city). Using this skill takes 1 hour.

Thievery (Dexterity)

Armor Check Penalty

Use this skill to disable traps, open locks, pick pockets, and perform other sleights of hand. Using this skill is either a standard action or part of a skill challenge.

The base DC for disabling a trap or opening a lock at the heroic tier is 20. A character using thieves' tools get a +2 bonus to the check. If the check fails by 5 or more while attempting to disable a trap, the trap is triggered.

Knowledge Skills

Some skills deal with knowledge about a particular topic: Arcana, Dungeoneering, History, Nature, and Religion. You can use such a skill to remember a useful bit of information in its field of knowledge or to recognize a clue related to it. You can also use such a skill to identify certain kinds of monsters, as noted in a skill's description.

The check DC increases based on the specific topic and how common the knowledge is. Some information might be so specialized that you must be trained in the skill to have a chance of knowing the information.

Common Knowledge: This includes the kind of general information that is commonly known about a given topic.

Expert Knowledge: This includes the kind of specialized information that only an expert in the field of study could possibly know.

Master Knowledge: This includes the kind of esoteric information that only a master in the field of study could possibly know.

Knowledge Skill: No action required—either you know the answer or you don't.

- **DC:** See the table.
- **Success:** You recall a useful bit of information in your field of knowledge or recognize a clue related to it. For monsters, you can identify a creature as well as its type and keywords. Higher results give additional information.
- **Failure:** You don't recall any pertinent information. The DM might allow you to make a new check if further information comes to light.

Level of Knowledge	DC
Common	15
Expert	20
Master	25

Monster Knowledge	DC
Name, type, and keywords	15
Powers	20
Resistances and vulnerabilities	25

ON THE ROAD: KOBOLD BRIGANDS

Encounter Level 1 (475 XP)

Setup

Use the King's Road poster map when running this encounter.

The player characters are on King's Road traveling toward Winterhaven, east to west (or right to left on the map). Along the way, they are set upon by kobold brigands.

This encounter includes the following creatures.

5 kobold minions (M)
1 kobold slinger (S)
2 kobold dragonshield (D)

Have the players place the miniatures of their characters on the road within 2 squares of the eastern edge of the map, then give them two rounds to move their characters westward.

As the characters travel along the road, read:
The wind in your face is cool and comfortable. The road beneath your feet is level. An occasional ancient cobblestone peeks through the dirt road, indicating decades of neglect. You notice footprints leading up and down the road, many of which were made by small, clawed feet.

The kobolds watch the road from the positions indicated on the map. The minions make themselves visible, darting from their hiding places, when one or more of the PCs reach the place in the road between the two easternmost boulder piles. At this point, place the five minions on the map in the squares marked M and roll initiative.

Don't place any other monster on the map until it takes an action. (As noted in the Tactics section, the other kobolds don't do anything until after the minions have started to attack.)

Alternatively, if one or more of the PCs decide to move off the road and travel through the grassy terrain, it's possible that some of the kobolds will be spotted in their hiding places. If a PC moves to a square that provides line of sight to a kobold, that creature lets out a screech that alerts its companions.

As one or more of the kobolds come into view, read:
Small creatures hiding behind the rocks spring into view and begin to move toward you. With a shriek, the small humanoids attack. Scaled and rust-colored, they have reptilian heads and tails.

Kobold Slinger (S) **Level 1 Artillery**
Small natural humanoid (kobold) XP 100

Initiative +3 **Senses** Perception +1; darkvision
HP 24; **Bloodied** 12
AC 13; **Fortitude** 12, **Reflex** 14, **Will** 12
Speed 6

⊕ **Dagger** (standard; at-will) • **Weapon**
+5 vs. AC; 1d4+3 damage.

⊕ **Sling** (standard; at-will) • **Weapon**
Ranged 10/20; +6 vs. AC; 1d6+3 damage; see also *special shot* below.

Special Shot
A kobold slinger can fire special ammunition from its sling. It typically carries 3 rounds of special shot, as shown below. A special shot attack that hits deals normal damage and has an additional effect depending on its type:
2 Firepots (Fire): Target takes ongoing 2 fire damage (save ends).
1 Gluepot: Target is immobilized (save ends).

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Draconic
Skills Acrobatics +8, Stealth +10, Thievery +10
Str 9 (-1) **Dex** 17 (+3) **Wis** 12 (+1)
Con 12 (+1) **Int** 9 (-1) **Cha** 10 (+0)

Description This small reptilian figure has rust-colored scales, wears leather armor, and carries a sling (20 bullets). Three small, ceramic globes hang from a bandolier across its chest.

5 Kobold Minions (M) **Level 1 Minion**
Small natural humanoid (kobold) XP 25 each

Initiative +3 **Senses** Perception +1; darkvision
HP 1; a missed attack never damages a minion.
AC 15; **Fortitude** 11, **Reflex** 13, **Will** 11; -2 penalty to all defenses while not adjacent to another kobold minion.
Speed 6

⊕ **Spear** (standard; at-will; minion attack) • **Weapon**
+4 vs. AC; 4 damage

⊕ **Javelin** (standard; at-will; minion attack) • **Weapon**
Ranged 10/20; +4 vs. AC; 4

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Draconic
Skills Stealth +5, Thievery +5
Str 8 (-1) **Dex** 16 (+3) **Wis** 12 (+1)
Con 12 (+1) **Int** 9 (-1) **Cha** 10 (+0)

Description These small reptilian humanoids have dark red scales, wear hide armor, and carry a spear and three javelins and a light shield each.

2 Kobold Dragonshields (D) **Level 2 Soldier**
Small natural humanoid (kobold) XP 125 each

Initiative +4 **Senses** Perception +2; darkvision
HP 36; **Bloodied** 18
AC 18; **Fortitude** 14, **Reflex** 13, **Will** 13
Resist 5 (fire)
Speed 6

⨺ **Short Sword** (standard; at-will) • **Weapon**
+7 vs. AC; 1d6+3 damage, and the target is marked until the end of the kobold dragonshield's next turn.

Dragonshield Tactics (immediate reaction, when an adjacent enemy shifts away or an enemy moves adjacent; at-will)
The kobold dragonshield may shift 1 square.

Mob Attack
The kobold dragonshield gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Common, Draconic
Skills Acrobatics +7, Stealth +9, Thievery +9

Str 14 (+3)	**Dex** 13 (+2)	**Wis** 12 (+2)
Con 12 (+2)	**Int** 9 (+0)	**Cha** 10 (+1)

Description These red-scaled reptilians each carry a short sword and use what looks like a dragon scale as a shield.

Tactics

The dragonshields and the slinger allow the minions to act first; even if they have higher initiative check results; they refrain from taking any actions until after the minions have acted. (From that point until the end of the encounter, their initiative count is 1 lower than the minions' initiative count.) Any minion close enough to a PC to charge does so; a minion not close enough to engage in melee hangs back and throws a spear.

The dragonshields attempts to engage the PCs' most capable melee combatant.

The slinger remains behind cover as long as possible, using its sling against the nearest PC. If this creature is flushed out of its hiding place, it tries to move to a new location from which it can continue to attack while enjoying the benefit of cover or concealment.

The kobolds fight to the death; they know that torture awaits if they lead foes back to the secret kobold lair.

Features of the Area

Illumination: Bright light.

Road and Grass: The road is made of dirt, crushed rock, and occasional loose bits of ancient cobblestone from the original roadbed. Squares that contain road or grass do not hamper movement or affect visibility.

Boulders: Scattered boulders sit along the side of the road. They provide concealment and possible cover for creatures hiding behind them. They also serve as obstacles to movement; a creature can't move directly into a square that contains boulders.

The boulders are 5 feet high. Climbing onto the boulders requires a DC 15 Athletics check and costs 4 squares of movement. A character atop the boulders can move onto other boulder squares; treat them as difficult terrain.

Foliage: Thick foliage grows near the road in several places. These areas are lightly obscured and provide normal cover for those attacking from or into the area. Areas covered by foliage also count as difficult terrain.

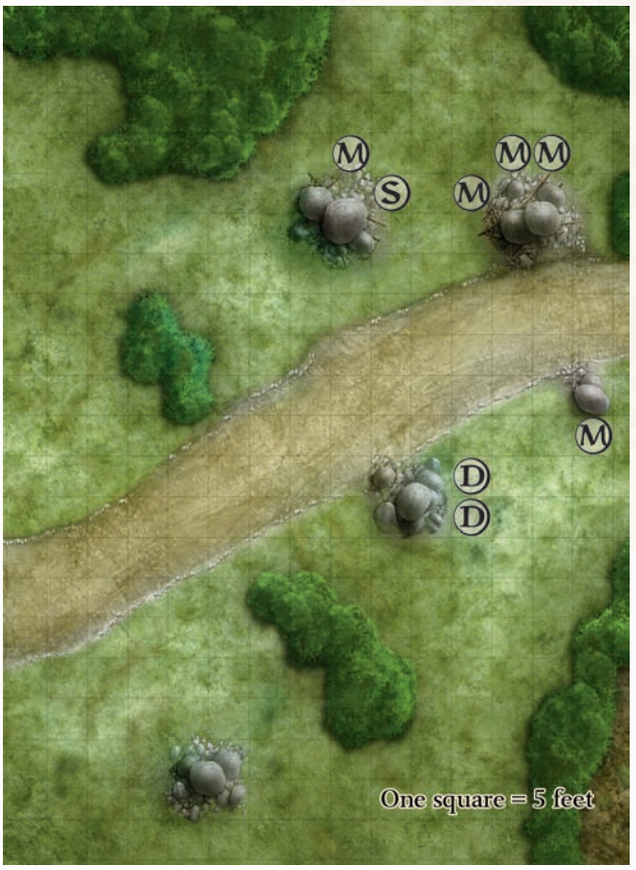
Rock Outcropping: The sheer rock outcroppings bordered by a heavy black line are 50 feet tall and require a DC 20 Athletics check and a total of 200 squares of movement to climb.

Gravestones: These stones provide cover to anyone standing in their spaces.

Treasure: If the PCs defeat the kobold brigands, they find the weapons noted in each kobold stat block, as well as a total of 34 sp.

What's Next?

When the fight concludes, the adventurers can continue on to the town of Winterhaven. For some tips on how to keep things moving, see the "DM's Advice" section on the following page.



JASON ENGLE

DM's Advice: Handling Scenes Between Combat

A D&D game is more than endless fighting—it is also cooperative storytelling. As the DM, you relay the foundation of the story to your players. In turn, they react by describing what their characters do in each situation.

However, it is sometimes necessary for you to take firmer control of events when the players have failed to understand the directions you provided or are confused and do not know how to proceed.

Move Things Along

If you do not remain alert to what your players are thinking, action around the table can slow. If everyone stops talking and looks at you, you need to jump in and ask what the players want to do next. Your questions tell the players that something is expected of them.

Sometimes the talk at the table isn't about something that advances the game. It's okay to allow your players to crack jokes and utter quotes from their favorite movies once in a while. However, you should monitor the pulse of everyone at the table. It is your job to judge when the time is right to move the game forward. Jump in with a question to prompt players, such as "Now that the kobolds are defeated, what do you want to do?"

Ask Leading Questions

Sometimes when you ask players what they want to do next, they won't know. If this happens, try to move them in a certain direction by asking a leading question.

For example, if players spend a long time after the kobold fight considering what to do next, you can ask, "Are you ready to continue toward Winterhaven?"

Nonscripted Options

Sometimes players think of an option that isn't covered in your plans or in the adventure text. That's great! Use it. Consider whether what the players want to do can be used to advance the story. Try to weave their plan into the thread of the adventure. This course requires you to think on your feet, but it is also an opportunity to step more fully into the shoes of various NPCs and monsters. If the player characters capture and question a kobold, how would that brigand react?

For example, as noted in the encounter just concluded, the kobolds know that torture awaits anyone who leads strangers back to the lair. However, PCs who capture a kobold could conceivably win it over, intimidate it, or otherwise gain snippets of information. A kobold might offer "Irontooth" as the name of its leader and then squeal in fear.



MIKE SCHLEY

Regardless of the adventure hook that brought the adventurers to the village, they first need to establish lodging. The villagers point visitors to Winterhaven's only public house, Wrafton's Inn.

Because Wrafton's is a place of gathering, the PCs can likely find any of the village's prominent residents there from time to time.

Winterhaven

Village, Population 977

The rutted King's Road leads to the foot of a broad hill that holds the walled village of Winterhaven. The village is nestled in the southern foothills of the Cairngorm Peaks. The walls are weathered stone topped by defensive palisades.

Small thatched homes stand around Winterhaven, each fronting a small piece of farmland or pasture. Beyond the farms to the west and south lie dark woods, and to the north, tall mountain peaks.

Most residents of Winterhaven have never traveled beyond the village vale. The majority of villagers are farmers, though the walled heart of Winterhaven employs various craftspeople as well. Wagons occasionally head east down old King's Road from Winterhaven to find trade with the next village, which lies five days away. Sometimes wagons come into Winterhaven, causing the villagers to excitedly gather in the Market Square to hear news of the outside world and to buy new and exotic goods.

Leadership: Ernest Padraig, the Lord of Winterhaven, is descended from the noble family that ruled the area under edict of the old empire. Folks around Winterhaven were happy with Lord Padraig's father's authority, and they have found answering to the rules of the new lord no more arduous. On the other hand, Padraig doesn't have absolute power. For instance, he has been unable to raise a force from among the villagers to deal with the kobold problem on the road.

Padraig commands the Winterhaven Regulars, a core group of ten soldiers who perform guard and police functions in and around the walled portion of the village. The Regulars patrol in pairs. To augment this force, Padraig can muster a group of about fifty civilians, given a day's notice. However, he can only do this if the village itself is threatened—the villagers have no desire to patrol the road beyond the farms.

Demographics: The population of Winterhaven is predominantly human, with a scattering of dwarf families, and a handful of individuals of other common races, including a couple of elves.

Economics: Winterhaven is primarly an agricultural village based on barter and trade, though Lord Padraig keeps a monetary system afloat with his own coin. Adventurers should have no trouble purchasing appropriate items for which they have sufficient coin.

1. Outer Gate and Walls

Open by day, closed and barred at night, the outer gate is policed by two guards regardless of the hour. They nod amiably to locals, and point travelers (whom they assume to be traders) to Wrafton's Inn.

Winterhaven's walls have a narrow parapet extending around the inside edge. If Winterhaven comes under attack, the Regulars and what militia can be raised from among the civilians guard the walls to stave off the threat.

2. Wrafton's Inn

This spacious inn and tavern serves as the public house for the region. Like alehouses everywhere, Wrafton's Inn offers beer, wine, and, on occasion, spirits. Meals are served for those with the coin, and beds for travelers are available. A crowd of villagers gathers each night to drink, gossip, sing, and play games of chance.

In addition to village residents, any travelers passing through Winterhaven are found here.

Anyone in Wrafton's knows the general history of the village and the nearby ruined keep. Only Valthrun knows that the ruined keep was built to contain a rift into the Shadowfell.

Salvana Wrafton: Wrafton's owner and proprietor is a female human named Salvana Wrafton. She employs several waiters, waitresses, and cooks. Salvana is friendly and open, quick with a smile and a warm welcome.

Eilian the Old: This old farmer is a regular customer at Wrafton's. Every night, Eilian takes a seat at a table in the corner. He has a farm down in the valley along the Old King's Road. Eilian has an interest in Winterhaven's history. He is a good source for local information, and he loves to talk.

Valthrun the Prescient: Valthrun is a sage and scholar who lives in a tower within Winterhaven's walls. On occasion he shows up in Wrafton's to socialize. Valthrun is knowledgeable about the area, though he knows nothing of death cult activity in the vicinity. He does know about the sealed rift beneath the ruins of the old keep, but he doesn't discuss such things with just any adventurer, and he never talks about it with the villagers since he doesn't want to cause a panic. Valthrun is a good listener, asking just enough questions to keep whomever he speaks with talking.

Lord Padraig: From time to time, the town's lord (level 3 human warlord) visits Wrafton's. All those present doff their hats and call him Lord, after which he retreats to a corner table and sips beer. He is amenable to speaking with adventurers who approach him. He initially assumes

they are dignitaries from another village or possibly merchants scouting new trade routes. Regardless, if he believes they are merely treasure hunters, his respect diminishes unless they prove their worth.

Ninaran: A quiet elf hunter who usually drinks alone, Ninaran is not interested in conversation. Stiff and bitter in demeanor, she is Kalarel's agent in Winterhaven and reports back to him about happenings in the village.

3. Market Square

Every other day or so, carts and wagons gather in the square and offer goods to the people of Winterhaven. Once each week, the official Market Day acts as a siren's song, calling most of the villagers to shop and socialize in the square. Farmers sell produce, hunters hawk smoked meats, villagers sell crafts, and sometimes a trader from the east sells implements or costly goods.

On any given day, there is a 50% chance that items from the adventuring gear list in the *Player's Handbook* are available for sale here. Adventurers will almost never find armor, weapons, implements, or magic items in the market square, however.

Delphina Moongem: Delphina turned away from the forest of her elven roots to live an urban existence, if Winterhaven can truly be called such. Delphina can be found in the square on Market Day selling wildflowers from her cart. She is happy to tell visitors about Winterhaven. She collects wildflowers north of the village, and she has seen goblins around the ruined keep visible in the foothills to the north.

4. Stables

On market days these stables are filled with mounts and other beasts of burden used by sellers to haul wares. Travelers can stable their mounts here for 2 sp per day. Rarely (10% chance), the stable master has a riding horse or wagon for sale, as listed in the *Player's Handbook*.

5. Smithy

A dwarf named Thair Coalstriker owns the village smithy. PCs can purchase a variety of mundane wares here, including spikes, weapons, heavy armor, and so on. Simple weapons are readily available, but military weapons require one day to complete, and superior weapons require a week of work.

6. Valthrun's Tower

This five-story structure is the highest building in Winterhaven. The tower is rumored to be over 300 years old, and Valthrun the Prescient is its most recent resident.

Valthrun doesn't use much of the tower; he inhabits the top two levels. The bottom three levels are locked and empty except for the stairway connecting them to Valthrun's quarters. Valthrun is described briefly above in the section on Wrafton's Inn. The sage and scholar has a small selection of 1st and 2nd level rituals that he is willing to sell once he determines the worth and merit of an adventurer. Refer to the *Player's Handbook* for a list of rituals.

7. Bairwin's Grand Shoppe

Bairwin Wildarson traveled the world, or so he claims, before setting up shop in Winterhaven ten years ago. He has a variety of items available for sale, including anything off the list of adventuring gear shown in the *Player's Handbook*. He occasionally has a few 1st-level magic items for sale, and he sometimes has a couple of *potions of healing* available in the shop.

8. Warrior Guild

Winterhaven villagers can join the Warrior Guild and train, once per week, in basic sword and shield skills. The guild trains in Market Square on days when the market is not open. Some citizens earn militia pay (a few silver pieces per year) by training at least once per month and being on call for emergencies. Rond Kelfem, captain of the Winterhaven Regulars, also oversees the Warrior Guild. He can be found here, in the barracks, or on guard duty, depending on the time of day.

9. Tenements

The large tenement structure features apartments for the village residents who don't own farms or who work in the businesses within the walls. Several families also live in the homes (buildings labeled H) on the west side of the village. Most of the villagers who live outside the walls are farmers and crafters who bring their wares to the Market Square to sell or trade.

10. Temple

This large stone structure is the village temple. Of the several deities worshiped by locals, Avandra, goddess of luck and change, is the most prominent.

The temple priest, Sister Linora, runs services in the temple three times per week, but otherwise she is not often present. She prefers to travel among the homes outside the walls, dispensing care to villagers and animals and helping with various farm projects. Although Linora is not a cleric, she is a non-heroic priest of Avandra. She doesn't have access to cleric powers, but she does know the following rituals: *gentle repose*, *cure disease*, and *raise dead*.

Graveyard: Winterhaven has a graveyard for which Sister Linora serves as caretaker. The graveyard is located a short distance south of the walled town.

11. Inner Gate

This gate is closed and guarded by two Winterhaven guards during the daytime. They sternly regard anyone who approaches and question all who wish to visit Lord Padraig in his manor without an appointment; however,

PCs who exude an air of mystery and importance might convince the guards to let them pass if they act amiably.

12. Winterhaven Siege Supplies

Though it hasn't happened in a couple of years, on occasion Winterhaven comes under attack from bands of goblins, kobolds, or even gnolls. When such an event happens, the villagers seek refuge inside the walled keep and subsist on the supplies of water, flour, and other basic foodstuffs stored here.

The contents of the storehouse are protected by thick wooden walls and a sturdy lock (DC 30 Thievery check) on the door. Lord Padraig and Sister Linora hold the only keys to the lock.

13. Winterhaven Barracks

This military-style barracks is home to Winterhaven's ten professional guards, the Regulars. During the day, only two can be found here; the other eight are on patrol. At night, eight guards sleep here while the two on duty are stationed at the outer gate. The guards in the barracks respond quickly to any call to arms from the manor or elsewhere within the walls of Winterhaven.

14. Manor House

This grand manor home was built when Winterhaven was an outpost of the Nerath Empire. Staffed by five servants, the manor house where Lord Padraig, his wife, and their four sons live is a beautiful example of stone architecture in a village otherwise composed of thatch and wood.

Lord Padraig is willing to meet with adventurers who visit Winterhaven if they specifically seek him out. He also frequents Wrafton's Inn.

Questions Answered

Based on the knowledge the PCs possess when they first arrive at Winterhaven, they are likely to ask some of the following questions. Each answer is associated with the NPC who can provide it; the PCs must find and talk to that NPC to gain the answer. You can either read each NPC's response out loud to the players, paraphrase the response in your own words, or offer a combination of both by roleplaying an interactive encounter between the adventurers and the NPC.

PCs might ask questions not covered here. If that happens, answer as the NPC would, regardless of whether that person knows the answer. For example, an NPC might attempt to make up an answer, guess, or admit they don't know the answer to a specific question.

Q: Have you seen Douven Staul? He was headed up this way to look for a dragon tomb.

Salvana Wrafton: *"I do remember a fellow by that name. He had a room here for a time. He had some business with Eilian. Funny thing is he disappeared one day and never returned. I never did find out what happened to him."*

Eilian the Old: *"You knew Douven? I always wondered what happened to him! He had questions about the old burial site southwest of the village. Thought a dragon might be buried there! I told him it was probably just an old trash heap, but he wouldn't hear of it, no sir! Well, of course I gave him directions to the place. I am something of a historian of the area, you know! Oh yes, Douven! Well, he took my directions, and we haven't seen him since. I do hope the poor man is all right!"*

Eilian pens a small map showing the way to the "burial site." He knows nothing else of Douven's fate, or the nature of the site itself–Eilian never visited the location, he just knows of it from old hunters' tales. The map Eilian provides is sufficient to find the burial site.

Valthrun the Prescient: *"Dragon burial site? I believe that there is a place to the southwest that has been associated with an ancient dragon, but I have no first-hand knowledge of the truth of such legends."*

Q: What can you tell me about an ancient keep in the area?

Salvana Wrafton: *"Oh, the keep? It's just northeast of the village, up in the Cairngorms. But no one goes that way. Too dangerous! Monsters of all sorts! Ghosts and vampires, I hear. Nothing anyone who values their life would get anywhere near. Valthrun probably knows more."*

Valthrun the Prescient: *"The keep was built during the height of the old empire. Some sort of watchtower. I can't recall what for. Some think it was to guard against gnoll marauders, but I don't think that's right. Whatever, the keep outlived its usefulness. It's been a ruin since before I was born. Probably a goblin lair by this time. But you've whetted my curiosity. When I return to my tower, I'll look through my library. The next time you see me here, I will know more."*

Valthrun doesn't reveal all he knows about the ruined keep the first time the PCs talk to him. Instead, he tells them the information above and then sits back to see what they do. The next time the PCs see Valthrun, he reveals more information to them, as long as more than a couple of days have passed and the PCs have been doing good works around the village. See Interlude Two on page 33. In the meantime, Valthrun suggests that perhaps the PCs would be interested in talking to Padraig about a small job.

Delphina Moongem: *"I collect flowers near the old keep. You need to be careful if you decide to head over that way. There are goblins in the ruins, more and more of them all the time. I have no idea where they are all coming from, but it's obvious that they've moved in and plan to stay."*

Q: We were attacked by little red and brown humanoids on the way to the village. Do you know you have a bandit problem on your hands?

Salvana Wrafton: *"Kobolds! Those buggers are braver all the time! Lord Padraig would probably be interested in hearing your story. He's been trying to get the militia to clear out those vermin for the last few months with no success."*

Eilian the Old: *"Little red and brown bandits on the road? The old King's Road? Really? I hadn't heard. Could be redcaps. They slip out of the Feywild every so often to cause mischief, but I haven't heard about any . . . well, I've never heard about them around here. Are you sure it was redcaps?"*

Thair Coalstriker: *"So, you had a run in with the kobold brigands? Yeah, kobolds. Annoying little dragon droppings! We've always had a few in the area, but they've really been growing more bold in recent months. Some of the traders who visited us on a regular basis have stopped making the trip, and I'm afraid more will follow if something isn't done to drive off the foul creatures."*

Bairwin Wildarson: *"You met our kobolds, I see. No, no, not ours, really. But they have made it a habit to harass travelers on the old King's Road. And, yes, what was once a minor annoyance has become a very real threat to the commerce of the village. Fewer and fewer travelers come our way these days, and even I have a harder and harder time keeping my shop stocked with the finest goods. I remember a trip I made to distant Clovermarsh, many years ago. The place was literally crawling with kobolds because the people of the area refused to drive them away. I wonder how long before the kobolds grow brave enough to strike the village itself?"*



Irontooth

Rond Kelfem: *"I wish we had more resources. I'd love to drive those kobolds out of the area and back to whatever foul pit spawned them. I have heard the whispered name of a marauder leader named Irontooth, but I have no idea who or what that might be. If you have reason to learn anything more, I'd appreciate you sharing your findings with me."*

Sister Linora: *"The kobolds aren't only striking at targets along the road. They've begun to make forays into the distant farms, raiding livestock and attacking homes in the dark of night. I have appealed to Lord Padraig, but he has neither the resources nor the means to raise a force to fight back. I fear that this is only a harbinger of a disaster to come."*

Ninaran: *"Please leave me alone. I just came here to have a drink in peace. I've heard something about marauders on the road, but I haven't personally had any problems, so please leave me be."*

Q: We heard you may have a job for a party of able-bodied adventurers?

Lord Padraig: *"You've encountered the kobolds that have turned the old King's Road and our outlying farms into their personal hunting grounds? Those beasts vex me sorely. Yet the villagers refuse to recognize the seriousness of the problem. Attacks along the road have grown more frequent over the last few months. Something's stirring the kobolds up. I don't suppose you would be interested in taking a commission from me? I promise you, I can pay well for your services."*

If the adventurers are amenable to Padraig's offer, he pulls out a map that indicates the location of the kobold lair to the east and south of the village. He says that a group of stalwart adventurers who confront the kobolds has a reasonable chance of dispatching the creatures. If the PCs agree to take the offer, Padraig indicates they are free to keep whatever loot they find in the kobold lair, even if it is the former property of Winterhaven's villagers. He also agrees to pay them 100 gp.

Q: Any unusual cult activity in the area?

Salvana Wrafton: *"That's ridiculous! Winterhaven follows the teachings of Avandra. There are no cults anywhere around here. I'm sure of that!"*

Eilian the Old: *"Cults? Like a death cult or something? Wow, wouldn't that be something to see. Do you think they sacrifice victims to the Raven Queen or some foul demon? Where did you say these sacrifices were happening? Can I go see?"*

Valthrun the Prescient: *"There hasn't been an honest to goodness evil cult in or around Winterhaven in more than a hundred years. Where are you getting these strange ideas, my friends? Someone, I fear, is trying to lead you astray."*

Thair Coalstriker: *"Oh no, my nefarious scheme has been uncovered. Now I have no choice but to destroy you. Hahahah. Sorry. Sorry. Couldn't resist. The idea of a cult here, in Winterhaven? It's laughable, really. Hahaha! Thanks for making me laugh."*

ERIC DESCHAMPS



Forest cliff lair

MIGUEL COIMBRA

Lord Padraig: *"Do you know something that I don't? Is it serious? Should I be concerned? No, of course not. A cult? Here? Preposterous, I say. Preposterous."*

Sister Linora: *"The villagers of Winterhaven are good people. You won't find any evil here, I can assure you of that. I'm sure that if a cult were really operating in the area, I would have heard about it. And I would have taken action in the name of Avandra—of that, you can rest assured."*

Rond Kelfem: *"A cult? I don't think so. Other than the kobolds and an occasional argument between a couple of villagers, there really isn't that much crime or trouble in Winterhaven proper. Out in the countryside? Maybe a cult could be hiding out there somewhere, but I haven't heard a word about it until you wandered by."*

Ninaran: *"A cult? You've heard about it? Thank goodness! I was afraid this whole village was in league with the monsters! I've been watching the cult members. They come and go from a cave behind a waterfall, high up in a cliff to the east and south of the village. You'll need to be careful, though. I think they're in league with the kobolds."*

At this point, almost everyone in the village is dismissive of the idea of an evil cult operating anywhere in the vicinity of Winterhaven. Only Ninaran, if the PCs approach her and she is willing to talk, takes the threat seriously. Of course, she sends the PCs toward the kobold lair in the hopes that the kobold brigands and their leader, Irontooth, will eliminate the adventurers and end the threat they pose to Kalarel's plans.

Later, when PCs have proof of the cult's presence, see Interlude Two on page 33.

Next Steps

Regardless of what the player characters decide to investigate next, kobold bandits descend upon them the next time they leave town, seeking revenge for their fallen comrades. See **A1: Kobold Ambush** on the next page for that encounter.

After the ambush, proceed to the tactical encounter appropriate to whatever actions and plans the PCs have decided upon.

If the adventurers decide to investigate the disappearance of Douven Staul and the mystery of the dragon burial site (either because they found out about this matter in Winterhaven, or because you used the "Missing Mentor" hook), they head south out of the village toward the **A4: Burial Site** encounter on page 30.

If the adventurers accept Padraig's commission to rid the area of kobolds, or if they follow Ninaran's false tip about the cult, they head east and south toward Gardbury Downs and the site of the **A2: Kobold Lair** encounter on page 26.

The adventurers might go directly to the ruined keep. If not, they will certainly end up there eventually. Their first experience inside the ruined structure is the **Area 1: Goblin Guard Room** encounter on page 38.

A1: KOBOLD AMBUSH

Encounter Level 2 (625 XP)

Setup

Having visited Winterhaven, the PCs strike out into the wilderness again. Wherever they are heading, they must first deal with an ambush. A group of kobolds has taken up concealed positions on both sides of the road, lying in wait to ambush the PC's when they leave the village. These kobolds are very disciplined—they wait until the PCs are in a vulnerable position before springing out to attack.

This encounter uses the King's Road poster map and is meant to represent a different section of the road.

This encounter includes the following creatures.

1 kobold skirmisher (K)
3 kobold dragonshields (D)
1 kobold wyrmpriest (W)

Have the players place their miniatures on the road near the western edge of the map. Allow each character to make a DC 25 Perception check. Any PCs who succeed can act in the first round of combat; those that failed the check can't act until after the kobolds have had their first turn (see the sidebar for more details).

If the kobolds surprise any of the PCs, read:
War cries break from the underbrush as several small figures dart from hiding places. They are similar to the creatures you fought earlier, but three of them carry longswords and shields.

Roll initiative and proceed with combat.

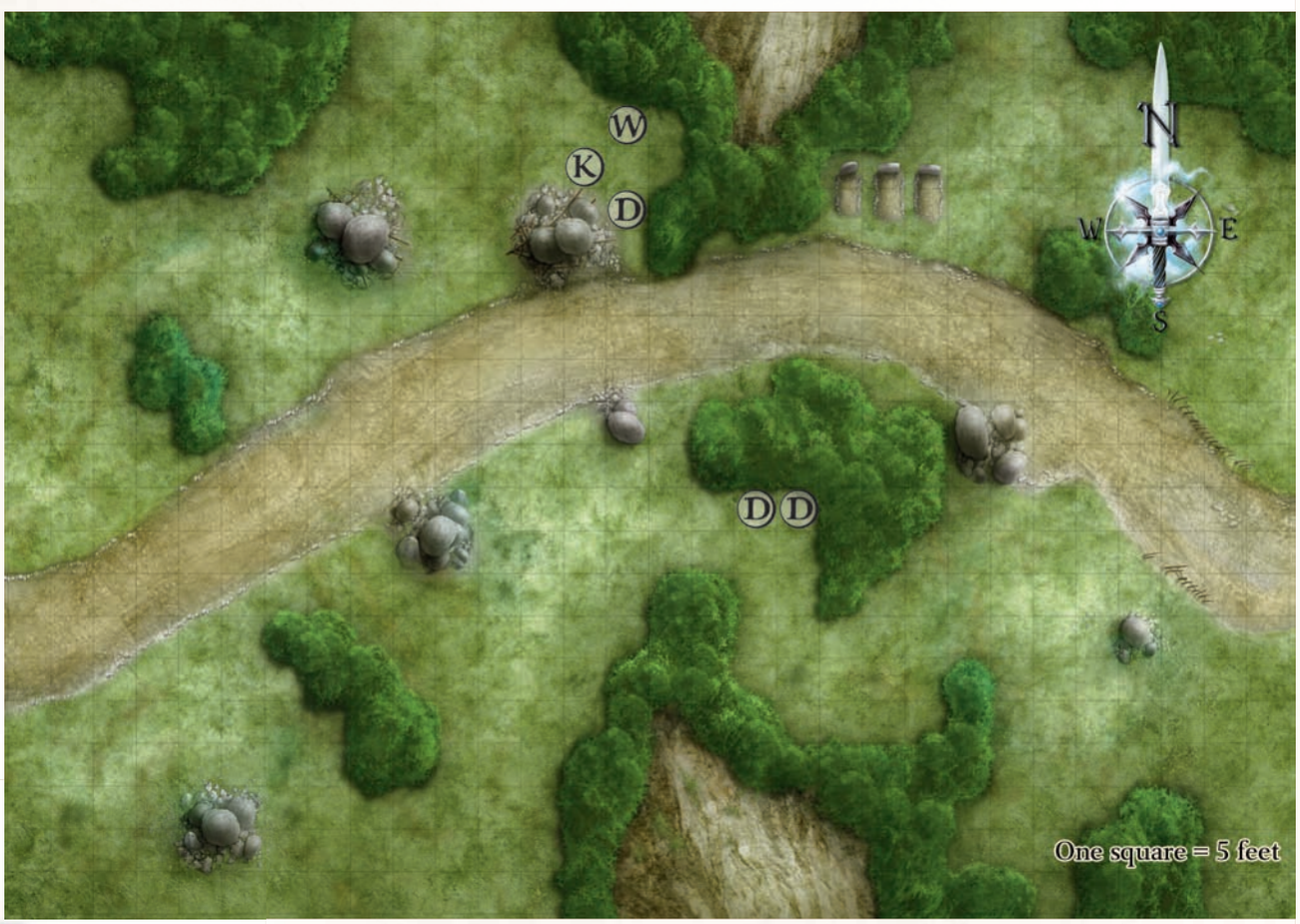
Features of the Area

Illumination: Bright light, unless the PCs are traveling by night (then dim light).

Road and Grass: The road is made of dirt, crushed rock, and occasional loose bits of ancient cobblestone from the original roadbed. Squares that contain road or grass do not hamper movement or affect visibility.

Boulders: Scattered boulders sit along the side of the road. They provide concealment and possible cover for creatures hiding behind them.

The boulders are 5 feet high. Climbing onto the boulders requires a DC 15 Athletics check and costs 4 squares of movement. A character atop the boulders can move onto other adjacent boulder squares; treat them as difficult terrain.



JASON ENGLE

Foliage: Thick foliage grows near the road in several places. These areas provide lightly obscured concealment and cover for those attacking from or into the area. Areas covered by foliage also count as difficult terrain.

Treasure: If the PCs defeat the kobold ambushers, they find a total of 5 gp and 23 sp.

In addition, the PCs find a necklace on the wyrmpriest, on which dangles a dragon figurine carved of obsidian. On the bottom of the figure is etched the outline of a skull with ram's horns. Anyone who succeeds on a DC 15 Religion check recognizes the etching as an abstract representation of the demon lord of the undead, Orcus. PCs can sell the necklace for 80 gp in Winterhaven.

Kobold Skirmisher (K) **Level 1 Skirmisher**
Small natural humanoid (kobold) XP 100

Initiative +5 **Senses** Perception +0; darkvision
HP 27; **Bloodied** 13
AC 15; **Fortitude** 11, **Reflex** 14, **Will** 13
Speed 6

Spear (standard; at-will) • **Weapon**
+6 vs. AC; 1d8 damage; see also *mob attack* below.

Combat Advantage
The kobold skirmisher deals +1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Mob Attack
The kobold skirmisher gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Draconic
Skills Acrobatics +8, Stealth +10, Thievery +10
Str 8 (-1) **Dex** 16 (+3) **Wis** 10 (+0)
Con 11 (+0) **Int** 6 (-2) **Cha** 15 (+2)

Description This nimble reptilian figure has brown-red scales, wears dark leather armor, and grasps a spear and light shield.

3 Kobold Dragonshields (D) **Level 2 Soldier**
Small natural humanoid (kobold) XP 125 each

Initiative +4 **Senses** Perception +2; darkvision
HP 36; **Bloodied** 18
AC 18; **Fortitude** 14, **Reflex** 13, **Will** 13
Resist 5 (acid)
Speed 6

Short Sword (standard; at-will) • **Weapon**
+7 vs. AC; 1d6+3 damage, and the target is marked until the end of the kobold dragonshield's next turn.

Dragonshield Tactics (immediate reaction, when an adjacent enemy shifts away or an enemy moves adjacent; at-will)
The kobold dragonshield may shift 1 square.

Mob Attack
The kobold dragonshield gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Common, Draconic
Skills Acrobatics +7, Stealth +9, Thievery +9
Str 14 (+3) **Dex** 13 (+2) **Wis** 12 (+2)
Con 12 (+2) **Int** 9 (+0) **Cha** 10 (+1)

Description These red-scaled reptilians each carry a short sword and use what looks like a dragon scale as a shield.

Kobold Wyrmpriest (W) **Level 3 Artillery**
Small natural humanoid (kobold) XP 150

Initiative +4 **Senses** Perception +4; darkvision
HP 36; **Bloodied** 18
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 15
Speed 6

Spear (standard; at-will) • **Weapon**
+7 vs. AC; 1d8 damage.

Energy Orb (standard; at-will) • **Acid**
Range 10; +6 vs. Reflex; 1d10+3 acid damage.

Incite Faith (minor; encounter)
Close burst 10; kobold allies in the area gain 5 temporary hit points and can shift 1 square.

Dragon Breath (standard; encounter) • **Acid**
Close blast 3; +6 vs. Fortitude; 1d10+3 acid damage. Miss: Half damage.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Common, Draconic
Skills Stealth +11, Thievery +11
Str 9 (+0) **Dex** 16 (+4) **Wis** 17 (+4)
Con 12 (+2) **Int** 9 (+0) **Cha** 12 (+2)

Description This reptilian humanoid wears a bone mask carved to resemble a dragon's head. The creature also carries a spear and wears crimson colored hide armor.

Tactics

Whether or not the ambush succeeds, the dragonshields attempt to overwhelm the nearest PC with a charge. They want to engage, concentrate their attacks, and muddle the PC response.

The skirmisher stays on the edge of the conflict and focuses on any wizard or similarly frail-looking PC.

The wyrmpriest is content to spend the first round or two sending energy orbs at isolated PCs. The wyrmpriest tries to keep the dragonshields between itself and the PCs while staying within 10 squares of its allies so it can use its *incite faith* power.

Handling an Ambush

The point of an ambush is to create a surprise situation, so that the ambushers can get an advantage over their enemies. If an ambush is successful, the ambushers get the benefit of a surprise round.

In a surprise round, creatures on the side with the advantage of surprise act in order of their initiative check results. Each can take one standard action, while their surprised opponents are unable to act. Creatures with the benefit of surprise have combat advantage, giving them a +2 bonus on attacks against their surprised foes. When every creature on the side with surprise has taken a turn, the round ends and all surprised creatures are no longer surprised.

Then the next round of combat begins, starting with the creature that has the highest initiative check result. An ambush lasts for only 1 round, but it can make a difference in the outcome of an encounter.

A2: Kobold Lair, Outside

Encounter Level 1 (575 XP)

Setup

If the adventurers have decided to search for the kobold lair and dispense with the kobolds once and for all (either of their own accord, as hirelings of Lord Padraig, or by following Ninaran's false tip on the cult), they make their way southeast to the lair (see the map on page 4). This encounter and the following one use the Forest Cliff Lair poster map.

Place the PCs in the clearing on the left-hand edge of the map; from this point they might choose to make Stealth checks to approach the kobold lair and gain surprise, or they can simply attack.

This encounter includes the following creatures.

1 kobold skirmisher (K)
10 kobold minions (M)
1 kobold dragonshield (D)
1 kobold slinger (S)

As the PCs enter the area, read:

Small glades of trees lead up to a cliffside waterfall, where a stream tumbles from the top of a rocky overhang. The water descends the side of the hill and flows away to the southwest.

Perception Check

DC 13 *The sound of many voices is just audible over the din of the waterfall.*

DC 15 *Several kobolds are visible through the trees.*

Do not place the kobolds on the map unless the character succeed on a DC 15 Perception check, enabling them to notice the creatures. Reveal only the section of the map that shows the area outside the cave. The kobolds notice the PCs if the characters fail a DC 12 Stealth check. When that happens, roll initiative. If the PCs choose not to use stealth, the kobolds become aware of the characters after they make their first moves. The trees do not block line of sight but do provide cover.

Tactics

The dragonshield and the skirmisher allow the minions to act first. The minions closest to the sacred circle move in that direction, trying to take up positions in the circle before the PCs can move to melee with the dragonshield.

The dragonshield holds its ground in the sacred circle. The skirmisher moves away from the lair entrance, looking to create a flank with one or more minions. The slinger shoots from a distance.

If the situation looks dire, the slinger shrieks, "Irontooth must be warned!" and runs into the lair to alert those within. If the PCs are unable to kill the kobold before it enters the lair, the slinger succeeds at warning the kobolds inside. This means that the first wave of kobolds inside the lair is ready when the PCs enter the cave. This also begins the count for the second wave of kobolds, which enters the initiative order after 3 rounds. The first and second wave do not leave the cave except to pursue fleeing characters.

10 Kobold Minions (M) — Level 1 Minion
Small natural humanoid (kobold) — XP 25 each

Initiative +3 **Senses** Perception +1; darkvision
HP 1; a missed attack never damages a minion.
AC 15; **Fortitude** 11, **Reflex** 13, **Will** 11; see also *trap sense*
Speed 6

Spear (standard; at-will) • **Weapon**
+5 vs. AC; 4 damage.

Javelin (standard; at-will) • **Weapon**
Ranged 10/20; +5 vs. AC; 4 damage.

Shifty (minor; at-will)
The kobold shifts 1 square as a minor action.

Trap Sense
The kobold gains a +2 bonus to all defenses against traps.

Alignment Evil **Languages** Draconic
Skills Stealth +5, Thievery +5

Str 8 (-1)	**Dex** 16 (+3)	**Wis** 12 (+1)
Con 12 (+1)	**Int** 9 (-1)	**Cha** 10 (+0)

Equipment hide armor, light shield, 1 spear, 3 javelins

Kobold Skirmisher (K) — Level 1 Skirmisher
Small natural humanoid (kobold) — XP 100

Initiative +5 **Senses** Perception +0; darkvision
HP 27; **Bloodied** 13
AC 15; **Fortitude** 11, **Reflex** 14, **Will** 13
Speed 6

Spear (standard; at-will) • **Weapon**
+6 vs. AC; 1d8 damage; see also *mob attack* below.

Combat Advantage
The kobold skirmisher deals +1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Mob Attack
The kobold skirmisher gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Sidestep Trap (standard; at-will)
The kobold skirmisher moves up to its speed without triggering any traps of which it is aware.

Alignment Evil **Languages** Draconic
Skills Acrobatics +8, Stealth +10, Thievery +10

Str 8 (-1)	**Dex** 16 (+3)	**Wis** 10 (+0)
Con 11 (+0)	**Int** 6 (-2)	**Cha** 15 (+2)

Description This nimble reptilian figure has brown-red scales, wears a dark hide armor, and grasps a spear and a light shield.

Kobold Dragonshield (D) **Level 2 Soldier**
Small natural humanoid (kobold) XP 125

Initiative +4 **Senses** Perception +2; darkvision
HP 36; **Bloodied** 18
AC 18; **Fortitude** 14, **Reflex** 13, **Will** 13
Resist 5 (acid)
Speed 6

⨺ **Short Sword** (standard; at-will) • **Weapon**
+7 vs. AC; 1d6+3 damage, and the target is marked until the end of the kobold dragonshield's next turn.

Dragonshield Tactics (immediate reaction, when an adjacent enemy shifts away or an enemy moves adjacent; at-will)
The kobold dragonshield may shift 1 square.

Mob Attack
The kobold dragonshield gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Common, Draconic
Skills Acrobatics +7, Stealth +9, Thievery +9
Str 14 (+3) **Dex** 13 (+2) **Wis** 12 (+2)
Con 12 (+2) **Int** 9 (+0) **Cha** 10 (+1)

Description This figure carries a short sword and what looks like a dragon scale, lashed crudely to its arm as a shield.

Kobold Slinger (S) **Level 1 Artillery**
Small natural humanoid (kobold) XP 100

Initiative +3 **Senses** Perception +1; darkvision
HP 24; **Bloodied** 12
AC 13; **Fortitude** 12, **Reflex** 14, **Will** 12
Speed 6

⨺ **Dagger** (standard; at-will) • **Weapon**
+5 vs. AC; 1d4+3 damage.

⨺ **Sling** (standard; at-will) • **Weapon**
Range 10/20; +6 vs. AC; 1d6+3 damage; see also *special shot* below.

Special Shot
A kobold slinger can fire special ammunition from its sling. It typically carries 3 rounds of special shot, as shown below. A special shot attack that hits deals normal damage and has an additional effect depending on its type:
1 Stinkpot: The target takes a -2 penalty on attack rolls (save ends).
2 Gluepots: The target is immobilized (save ends).

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Draconic
Skills Acrobatics +8, Stealth +10, Thievery +10
Str 9 (-1) **Dex** 17 (+3) **Wis** 12 (+1)
Con 12 (+1) **Int** 9 (-1) **Cha** 10 (+0)

Description This small figure wears leather armor, and carries a sling (20 bullets). Three small, ceramic globes hang from a bandolier across its chest.

Features of the Area

Illumination: Bright light, or if the PCs are traveling by night, dim light. PCs approaching the area with light sources cannot use Stealth.

Trees: The trees do not hamper movement, but they do provide cover.

Sacred Circle: Old magic runes still glow on the ground in this location. Any creature standing on the runes or in the center of the circle receives a +1 bonus to attack rolls.

River: The river is shallow enough that it does not hamper movement, except in the squares that also contain rocks. Those areas are difficult terrain.

Waterfall: Water cascades from a cliff high above, concealing the entrance to the kobold lair. The water in the 5 squares between the two rock outcroppings is turbulent, meaning that those squares are difficult terrain.

Treasure: If the PCs defeat the kobold guards, they find a total of 4 gp and 17 sp.



Inside the Lair

The creatures inside the lair (described in the next encounter) do not emerge to engage the PCs, believing the outside guards can handle them. However, if one or more PCs enter the lair while the fight continues outside, the encounter inside is triggered. Any creatures inside the lair who are aware of the approaching enemy roll initiative. Place the creatures according to their result within the existing initiative order. Kobolds inside the lair attack any enemies within the area on their turn.

JASON ENGLE

A3: Kobold Lair, Inside

Encounter Level 6 (1,250 XP)

Setup

The PCs can gain entry to the lair and confront the remaining kobolds in their den. This could happen after they eliminate the kobolds outside, or they could activate this encounter while still dealing with the outside threat. Luckily, this encounter hits in two waves.

Roll initiative when the monsters become aware of the intruders; if the PCs successfully use Stealth to enter the cave, they gain a surprise round. If one of the outside kobolds ran in to warn the lair, the lair is ready when the PCs enter. This encounter includes the following creatures:

First Wave: 3 kobold skirmishers (K), **10 kobold minions** (M)

Second Wave (3 rounds later): 2 kobold dragonshields (D), **1 kobold wyrmpriest** (W), **Irontooth** (I)

When the first wave attacks, read:

More than a dozen kobolds scurry in and out of sight throughout the cave. Screams, shouts, and cries of alarm reverberate throughout the torchlit hollow.

When the second wave attacks, read:

A harsh, bleating horn heralds the appearance of a burly, battle-scarred goblin. Around him, kobolds scurry as if afraid to get too close. A great tattoo depicting a skeletal ram's head marks this goblin's face. He wears a wolf fur cloak and a chain shirt, and he wields a battleaxe in both hands.

10 Kobold Minions (M) — Level 1 Minion
Small natural humanoid (kobold) — XP 25 each

Initiative +3 **Senses** Perception +1; darkvision
HP 1; a missed attack never damages a minion.
AC 15; **Fortitude** 11, **Reflex** 13, **Will** 11; see also *trap sense*
Speed 6

Spear (standard; at-will) • **Weapon**
+5 vs. AC; 4 damage.

Javelin (standard; at-will) • **Weapon**
Ranged 10/20; +5 vs. AC; 4 damage.

Shifty (minor; at-will)
The kobold shifts 1 square as a minor action.

Trap Sense
The kobold gains a +2 bonus to all defenses against traps.

Alignment Evil **Languages** Draconic
Skills Stealth +5, Thievery +5
Str 8 (-1) **Dex** 16 (+3) **Wis** 12 (+1)
Con 12 (+1) **Int** 9 (-1) **Cha** 10 (+0)
Equipment hide armor, light shield, 1 spear, 3 javelins

3 Kobold Skirmishers (K) — Level 1 Skirmisher
Small natural humanoid (kobold) — XP 100 each

Initiative +5 **Senses** Perception +0; darkvision
HP 27; **Bloodied** 13
AC 15; **Fortitude** 11, **Reflex** 14, **Will** 13
Speed 6

Spear (standard; at-will) • **Weapon**
+6 vs. AC; 1d8 damage; see also *mob attack* below.

Combat Advantage
The kobold skirmisher deals +1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Mob Attack
The kobold skirmisher gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Sidestep Trap (standard; at-will)
The kobold skirmisher moves up to its speed without triggering any traps of which it is aware.

Alignment Evil **Languages** Draconic
Skills Acrobatics +8, Stealth +10, Thievery +10
Str 8 (-1) **Dex** 16 (+3) **Wis** 10 (+0)
Con 11 (+0) **Int** 6 (-2) **Cha** 15 (+2)

2 Kobold Dragonshields (D) — Level 2 Soldier
Small natural humanoid (kobold) — XP 125 each

Initiative +4 **Senses** Perception +2; darkvision
HP 36; **Bloodied** 18
AC 18; **Fortitude** 14, **Reflex** 13, **Will** 13
Resist 5 (acid)
Speed 6

Short Sword (standard; at-will) • **Weapon**
+7 vs. AC; 1d6+3 damage, and the target is marked until the end of the kobold dragonshield's next turn.

Dragonshield Tactics (immediate reaction, when an adjacent enemy shifts away or an enemy moves adjacent; at-will)
The kobold dragonshield may shift 1 square.

Mob Attack
The kobold dragonshield gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Common, Draconic
Skills Acrobatics +7, Stealth +9, Thievery +9
Str 14 (+3) **Dex** 13 (+2) **Wis** 12 (+2)
Con 12 (+2) **Int** 9 (+0) **Cha** 10 (+1)

Kobold Wyrmpriest (W) Level 3 Artillery
Small natural humanoid (kobold) XP 150

Initiative +4 **Senses** Perception +4; darkvision
HP 36; **Bloodied** 18
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 15
Speed 6

⊕ **Spear** (standard; at-will) • **Weapon**
+7 vs. AC; 1d8 damage.

↗ **Energy Orb** (standard; at-will) • **Fire**
Range 10; +6 vs. Reflex; 1d10+3 fire damage.

✧ **Incite Faith** (minor; encounter)
Close burst 10; kobold allies in the area gain 5 temporary hit points and can shift 1 square.

✧ **Dragon Breath** (standard; encounter) • **Fire**
Close blast 3; +6 vs. Fortitude; 1d10+3 fire damage. Miss: Half damage.

Shifty (minor; at-will)
A kobold can shift 1 square as a minor action.

Alignment Evil **Languages** Common, Draconic
Skills Stealth +11, Thievery +11
Str 9 (+0) **Dex** 16 (+4) **Wis** 17 (+4)
Con 12 (+2) **Int** 9 (+0) **Cha** 12 (+2)

Irontooth (I) Level 3 Elite Brute
Small natural humanoid (goblin) XP 300

Initiative +2 **Senses** Perception +4; low-light vision
HP 106; **Bloodied** 53 (see *blood crazy* below)
AC 18; **Fortitude** 18, **Reflex** 16, **Will** 17
Saving Throws +2 **Action Point** 1
Speed 6

⊕ **Battleaxe** (standard; at will) • **Weapon**
+8 vs. AC; 1d8+4 damage.

⸸ **Dual Axe** (standard; when Irontooth doesn't move on his turn; at will)
Make a basic melee attack against two adjacent creatures.

Goblin Tactics (immediate reaction, when missed by a melee attack; at will): Irontooth can shift 1 square.

Blood Crazed (while bloodied) • **Healing**
While bloodied, Irontooth gains +1d10 damage and loses the ability to use *goblin tactics*. He must attack the nearest foe, charging when possible. At the end of his turn, he heals 5 hp.

Alignment Evil **Languages** Common, Goblin, Draconic
Str 18 (+5) **Dex** 14 (+3) **Wis** 16 (+4)
Con 13 (+2) **Int** 8 (+0) **Cha** 12 (+2)

Tactics

The lair's defense is divided into two "waves." Once the kobolds inside are alerted to the presence of an enemy, they enter the battle as their initiative order dictates; the second wave enters the battle at the end of the third round of combat.

The goblin leader, Irontooth, attempts to flank a PC with the aid of a dragonshield kobold. Irontooth and the kobolds fight to the death.

Upon being struck a death blow, Irontooth cries out, "Kalarel and Lord Orcus, prepare my way!"

Features of the Area

Illumination: Bright light.

Treasure: If the PCs defeat the kobolds, they find the weapons noted in each kobold stat block, and a total of 12 gp and 48 sp. They also earn the following rewards.

Irontooth: Irontooth has a chain shirt and a battleaxe and carries a pouch with a small silver key and a message scroll. The message on the scroll is written in Common. It is addressed to Irontooth and signed by Kalarel. It reads:

"My spy in Winterhaven suggests we keep an eye out for visitors to the area. It probably does not matter; in just a few more days, I'll completely open the rift. Then Winterhaven's people will serve as food for all those Lord Orcus sends to do my bidding."

Treasure Chamber: Treasure taken from travelers is scattered in the northeast corner of the lair. Irontooth has transferred much of the valuable loot to Kalarel. However, the goblin keeps choice bits locked in a chest that requires a DC 20 Thievery check or the key in his pouch to open. Inside the chest are 420 gp and a suit of *+1 dwarven chain mail.*

+1 Dwarven Chain Mail: This magic armor (value 520 gp) provides its wearer with a +1 bonus to AC, a +1 bonus on Endurance checks, and a daily power (as a free action, regain hit points as if you had spent a healing surge).



JASON ENGLE

A4: Burial Site

Encounter Level 1 (599 XP)

Setup

Use the Dragon Burial Site poster map when running this encounter. Douven Staul did discover a dragon burial site, but Kalarel's cultists also claimed the site. Now Douven is a prisoner (marked as P on the map), forced to help the gnome skulk Agrid scour the place for an ancient relic to help Kalarel complete the ritual to collapse the seal. The PCs enter from the southeast portion of the map.

This encounter includes the following creatures.

1 Agrid, gnome skulk (S)
2 guard drakes (D)
1 halfling slinger (H)
4 human rabble (R)

When the PCs approach the site, read:

A steep-sided crater punctures the wilderness. Near the center of the depression, several humanoid figures cluster around a collection of bones. Two small, dragonlike creatures near the crater rim stand alert and stare at your approach.

The PCs arrive just as Agrid and his men have uncovered the relic they came to find. They have no time or patience for the interference of adventurers. Agrid will, however, try to confuse the PCs by acting friendly and claiming to be an associate of Douven Staul (who is gagged, tied, and hidden beneath a blanket). He'll try to lure them close before ordering the guard drakes to attack.

Agrid Calls Out: *"You can't fully appreciate what we've uncovered from up above. Come down toward the dragon bones and see what the workers have discovered."*

Any of the PCs can attempt an Insight check (opposed by Agrid's Bluff check result) to catch a whiff of deception and danger. If any character makes a successful check, the PCs realize something is not right. At that point, Agrid and his allies attack. Roll initiative.

Tactics

When combat breaks out, Agrid orders the guard drakes to charge the character who seems most formidable. Then the gnome skulk makes ranged attacks and uses his *fade away* power at the first opportunity. The halfling slinger attempts to get within 10 squares of at least one PC so he can use his ranged weapon to best advantage. The human rabble try to gang up on the closest target, seeking to surround and flank and use their *mob rule* power to maximize their defenses. Agrid is overly confident, and he won't break off even if he's in danger of losing the relic.

Features of the Area

Illumination: Bright light.

Steep Slope: A steep slope surrounds the site indicating a difference between the higher and lower ground. A character can climb the slope with a DC 15 Athletics check but moves at half speed.

Treasure: The creatures have a total of 65 gp and 13 sp.

A small wooden crate contains the relic from the dragon's treasure hoard that Kalarel sent Agrid to recover. It is an ancient mirror that belonged to one of the Nerath wizards who set the seal. It isn't magical, but it is worth 550 gp.

In addition, Agrid wears a *+1 amulet of health*. The amulet is a locket with a picture inside. The amulet belongs to Douven, and the picture is a portrait of his wife.

+1 Amulet of Health: This magic item (value 680 gp) provides its wearer with a +1 bonus to Fortitude, Reflex, and Will defense, as well as Resist poison 5.

Douven Staul: The explorer is tied up and gagged when the PCs find him. Once freed, he thanks them and says he must return to his wife. If you used the Missing Mentor hook (see page 4), the party completes that quest and earns 1,250 XP. Douven also offers his amulet to the adventurers as a thank you, but not before he removes his wife's picture from inside it.

Guard Drake (D) — Level 2 Brute
Small natural beast (reptile) — XP 125

Initiative +3 **Senses** Perception +7
HP 48; **Bloodied** 24
AC 15; **Fortitude** 15, **Reflex** 13, **Will** 12
Immune fear (while within 2 squares of an ally)
Speed 6

⊕ **Bite** (standard; at-will)
+6 vs. AC; 1d10+3 damage, or 1d10+9 damage if an ally is within 2 squares of the guard drake.

Alignment Unaligned **Languages** –
Str 16 (+4) **Dex** 15 (+3) **Wis** 12 (+2)
Con 18 (+5) **Int** 3 (-3) **Cha** 12 (+2)

Description These four-legged reptiles appear strong and powerfully built.

4 Human Rabble (R) — Level 2 Minion
Medium natural humanoid (human) — XP 31 each

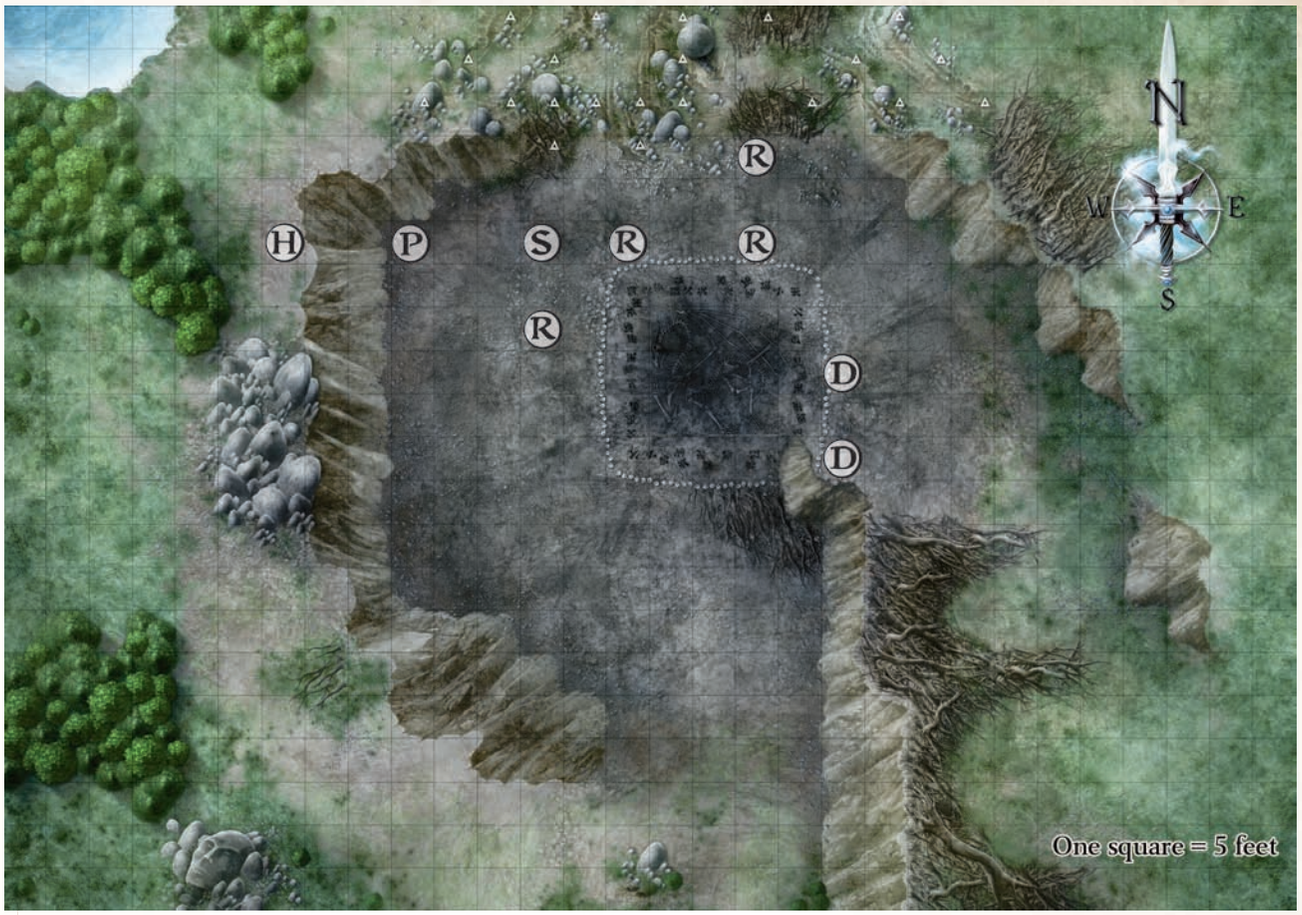
Initiative +0 **Senses** Perception +0
HP 1; a missed attack never damages a minion.
AC 14; **Fortitude** 13, **Reflex** 11, **Will** 11; see also *mob rule*
Speed 6

⊕ **Club** (standard; at-will) • **Weapon**
+5 vs. AC; 4 damage.

Mob Rule
A human rabble gains a +2 power bonus to all defenses while at least two other human rabble are within 5 squares of it.

Alignment Any **Languages** Common
Str 14 (+2) **Dex** 10 (+0) **Wis** 10 (+0)
Con 12 (+1) **Int** 9 (-1) **Cha** 11 (+0)

Equipment club



JASON ENGLE

Gnome Skulk (S) — Level 2 Lurker
Small fey humanoid (gnome) — XP 125

Initiative +8 **Senses** Perception +2; low-light vision
HP 34; **Bloodied** 17
AC 16; **Fortitude** 15, **Reflex** 15, **Will** 13
Speed 5

War Pick (standard; at-will) • **Weapon**
+7 vs. AC; 1d8+3 damage (crit 1d8+11 damage).

Crossbow (standard; at-will) • **Weapon**
Ranged 15/30; +7 vs. AC; 1d8+3 damage.

Combat Advantage
The gnome skulk deals +1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Fade Away (immediate reaction, when the gnome skulk takes damage from any source; encounter) • **Illusion**
The gnome skulk turns invisible until it attacks or until the end of its next turn (whichever comes first).

Reactive Stealth
If a gnome has cover or concealment when it rolls an Initiative check at the start of an encounter, it can make a Stealth check to escape notice as a free action.

Shadow Skulk
When a gnome skulk makes a melee or ranged attack from hiding and misses, it is still considered to be hiding.

Alignment Unaligned **Languages** Common, Elven
Skills Arcana +10, Bluff +12, Stealth +11, Thievery +9
Str 8 (+0) **Dex** 17 (+4) **Wis** 12 (+2)
Con 16 (+4) **Int** 14 (+3) **Cha** 13 (+2)

Description Smaller and more slender than a halfling, Agrid has long, pointed ears, dark eyes, and gray skin. He wears dark leather armor and an *amulet of health and carries a crossbow (20 bolts)*.

Halfling Slinger (H) — Level 1 Artillery
Small natural humanoid (halfling) — XP 100

Initiative +4 **Senses** Perception +5
HP 22; **Bloodied** 11
AC 15; **Fortitude** 12, **Reflex** 15, **Will** 13
Saving Throws +5 against fear effects
Speed 6

Dagger (standard; at-will) • **Weapon**
+4 vs. AC; 1d4+3 damage.

Sling (standard; at-will) • **Weapon**
Ranged 10/20; +6 vs. AC; 1d6+4 damage.

Stone Rain (standard; recharge 5 6) • **Weapon**
The halfling slinger makes 3 sling attacks, each with a -2 penalty to the attack roll.

Combat Advantage
The halfling slinger deals +1d6 damage on ranged attacks against any target it has combat advantage against.

Second Chance (immediate interrupt; encounter)
When hit by an attack, a halfling forces the attacker to reroll the attack and take the new result.

Alignment Any **Languages** Common
Skills Acrobatics +6, Stealth +9, Thievery +11
Str 12 (+1) **Dex** 18 (+4) **Wis** 11 (+0)
Con 10 (+0) **Int** 10 (+0) **Cha** 14 (+2)

Description This halfling has a dark complexion and tough countenance. He has an elaborate braid of hair and wears green and brown clothing.

Unlike a novel, a D&D adventure lives outside the scripted text. The text of an adventure tries to cover the basics of what player characters face, from quirky NPCs to deadly encounters. But the pages of an adventure have limited room to anticipate the needs of a good story. Your players' actions and reactions add unforeseen wrinkles and depth to the story.

That's great, though, and it is not something to be feared. You want to create a seamless world that seems both deep and exciting. You can accomplish this by adding story elements to the game when the opportunity arises.

The following suggestions and examples include ways to inject more story elements into an ongoing adventure.

NPCs are People, Too

Adventures regularly introduce several NPCs. Some are friendly, others unfriendly. The adventure text provides basic guidance on the motivations and personality of an NPC. However, as a DM, you can offer more.

Adding an extra quality or detail to an NPC can make him or her memorable to the players.

Accent or Favorite Saying

Consider giving an NPC an accent to set him off from others. If you prefer to avoid accents, perhaps the NPC has a favorite saying that he frequently uses. For example, maybe the NPC says, "As sure as spire drakes roar at dawn," whenever the NPC agrees with a statement or makes an assertion.

Favorite Things

NPCs have favorite things, just as player characters do. One of these things could be a hat, a type of beer, a pet, or a lucky coin. Whenever a particular NPC is encountered, she might be flipping her lucky coin, talking to her pet cat, munching on a lamb shank, sipping from an ever-present wine flask, constantly fingering a worn necklace bead, and so on.

Mannerism

This is an easy one! Merely apply a personality related adjective to your NPC and keep that in mind whenever interacting with PCs. Such words include greedy, bored, suspicious, tired, enthusiastic, sly, nervous, dumb, zealous, and so on. If you think about that adjective every time the NPC speaks, you'll naturally find that the NPC adopts a personality of his or her own.

Paint the Scene

Whenever PCs enter a new area, begin a journey, or enter a building, be sure to describe what they see, hear, and smell first.

Weather

An easy way to set a scene is to describe the weather—is it overcast and damp with a slight hair-ruffling wind? Is the sun blazing down with scarcely a cloud in the sky? Is the night open to the vault of a million stars, or does bone-chilling rain cut through the darkness?

Scent

Not every place or person has an interesting scent, yet sometimes by adding odor to a description, you bring your characters farther into the setting. An inn smells of malt and bacon. A crossroads smells of rain and long-spilled blood. A cave smells of moisture and earthy rot.

Make Up Your Own Stories

Sometimes a game has innocuous events around which you can wrap extra story. This advice is related to the earlier recommendation that you shouldn't feel locked into the adventure text as if it were an unchanging script.

Perhaps you think Wrafton's Inn needs a bard stroking a lyre by the fire as he sings of Sir Keegan's tragedy.

Or perhaps you want to add flavor to a mundane object, such as the wyrmpriest's necklace from the Kobold Ambush encounter. If the PCs show this item to someone in town, they might get a clue about the nature or significance of Orcus, the demon lord of the undead (which could turn out to be particularly valuable information if no one made a Religion check after the characters gained possession of the necklace).

Anything you can do to add your personal touch to an adventure makes it that much more distinctive and memorable to your players. Immerse them in the story, and you'll all be rewarded with a unique experience.

Interlude Two: Shadow of the Keep

Once the PCs have knocked about town and experienced the preceding encounters, they have a few clues related to what's going on. When they present their information to people in Winterhaven, the villagers start to take the PCs seriously and point them in the direction of the Keep on the Shadowfell.

Winterhaven

When the PCs return to the city after their first outing, they notice the villagers have grown nervous. Read:

The small fields around the walled heart of Winterhaven seem strangely empty. Inside the walls, the few villagers you see walking around appear nervous, pausing to give furtive glances before darting away.

Questions Answered

PCs who have more questions find NPCs in Winterhaven ready to answer. As before, Wrafton's is a good place to find a concentration of NPCs in a small area, but PCs can track down NPCs anywhere in the village.

PCs might want to find Lord Padraig and receive payment for eliminating the kobold bandits.

As before, it's not necessary to read NPC responses word-for-word; just use the provided text as a basis for your interpretation of an NPC's answers.

Q: Why does everyone seem so nervous?

Random Villager: *"I don't know . . . I just feel out of sorts, is all. Like someone walked over my grave, you know?"*

Salvana Wrafton: *"Who knows? Am I able to read minds? If you want an ale, talk to me."*

Eilian the Old: *"Something's changed in the air. Somewhere, a door has opened . . . and it's dark behind that door! At least, that's the dream I had , and I still feel unsettled by it. I don't know why everyone else is acting so strangely."*

Q: Valthrun, what else can you tell us about the ruined keep?

Valthrun the Prescient: *"My books and scrolls tell me that it was built by the old empire, Nerath, as I suspected. Not to watch for marauders, though. No. It was built over the site of a rift to the Shadowfell, a place of darkness and shadows!*

"Not all of the Shadowfell is evil, but this rift apparently connects to an unholy sanctuary of Orcus, the demon lord of the undead. Skeletons, ghouls, and stranger, fouler creatures crawled through the opening into the light of day. The empire destroyed the undead and then sealed the rift and built a keep over the location to watch over it and contain its threat. I thought that was the end of the story. Now, I'm not so sure.

"The villagers think goblins lair in the ruin, so they avoid the area. If goblins have taken over the ruins, they haven't bothered the farms or village."

Valthrun also tells the adventurers the story of Sir Keegan and the fall of the keep (see the next page).

Q: Do you know the name Kalarel?

At this point, no one in the village admits to knowing that name.

Q: We think Orcus cultists are active in the area because of clues we've collected. What do you know about that?

Salvana Wrafton: *"Who's Orcus? A demon lord, you say? Valthrun knows his demon lords better than most. Talk to him about that."*

Ninaran: *"You survived! How fortunate. We are lucky that such capable adventurers have come to aid the village."*

Valthrun the Prescient: *"This does not bode well! If servants of Orcus are active in the area, they are likely interested in nothing less than re-opening the rift! This is terrible! If death cultists unseal the rift, a tide of undead could descend on Winterhaven. Today, we have no empire to call for aid. They would overwhelm us and establish a kingdom of death in this world. Can you help eliminate this threat?"*

If the adventurers are unwilling to investigate the keep out of duty, Valthrun arranges for Lord Padraig to pledge 250 gp from the village's coffers as a reward.

Other than the reward, Valthrun, Padraig, and the other villagers are able to offer only their gratitude. Valthrun is too old to accompany PCs, and Padraig wishes to stay in the village with his Regulars and provide for Winterhaven's defense. The villagers are simply too weak to be useful. The PCs are, after all, heroes by virtue of their special strengths and talents, which few others share.

If the PCs look for Ninaran again, they can't find her. The elf has left the village to report back to Kalarel and to set a new trap for the adventurers.

Next Steps

When the PCs are ready to leave for Shadowfell Keep, several villagers gather at the gates to see them go. The people cheer loudly for the "Heroes of Winterhaven."

The next few pages provide an overview of Shadowfell Keep. When the PCs are ready to explore the ruins, go to the Goblin Guard Room encounter on page 38.

The Ruins of Shadowfell Keep

The people of Winterhaven avoid Shadowfell Keep. Some leave it alone because all ancient ruins have a disturbing feeling about them, a feeling composed of lingering memories and unknown mysteries. Some say the place is haunted. Others fear the rumors of goblinoids using the place as a lair. Whatever the reason behind its solitude, one fact is clear. Within two short decades after the collapse of the Nareth Empire, Shadowfell Keep was abandoned and left to fall apart and decay. It was on a grisly night about eighty years ago that the commander of the keep garrison, Sir Keegan, put into motion the events that led to the keep's downfall.

Perhaps the Shadow Rift's malign influence is too strong to resist. Maybe Sir Keegan was an insane monster driven by demons we may never understand. Whatever the case, at the stroke of midnight on that fateful day, Sir Keegan began to systematically slaughter every resident of the keep. His own wife and children were first to fall to his blade, then his trusted advisors, and finally many of the soldiers under his command. Sir Keegan was too skilled for any one soldier to defeat, yet eventually the garrison managed to respond with an organized defense. Although many brave soldiers died, they managed to drive the mad knight into the passages beneath the keep and finally dispatch him.

The keep became notorious for a time. As one of the last bastions of the fallen empire, there was no one to order it back into service. So, it was abandoned, feared for a time, and eventually, more or less forgotten. An earthquake a few years later collapsed the upper towers and walls, and turned the place into a ruin of tumbled stone.

Rumors persist of great treasures buried beneath the keep, yet few have dared explore the passages over the year. Sir Keegan's ghost is said to roam the corridors beneath the ruins, wailing in grief over the tragedy of his life. The people of Winterhaven avoid the place, and the mere mention of Shadowfell Keep is considered bad luck by many of the farmers and villagers.

Approaching the Keep

The road to Shadowfell Keep is arduous. Since the keep's destruction, few travelers use the road and no one bothers to maintain the path. The road is overgrown with grass, ferns, and small trees. The keep isn't in any better shape. Evidence of its destruction can be seen as you approach the derelict ruins. Read or paraphrase the following when the adventurers come within sight of the ruined keep.

Ahead, the narrow track widens into a clearing. Great piles of shattered stone blocks and scorched timbers dominate the clearing, sprawling out from its center to the edge of the woods. No plants grow among the ruins or within the clearing. The ground is bare dirt, and although the forest has begun to reclaim the path leading here, it has not intruded into the ruins of Shadowfell Keep.

Yet clearly someone has tampered with the ruins. In the center of the debris, stone blocks and timbers have been gathered into a pile. Someone has cleared a path through the rubble and pulled aside the wreckage to reveal a stone staircase. The staircase descends into darkness.

The Real Story

The legends of the Keep on the Shadowfell, as described above, are known to only a handful of sages and scholars in this age of darkness. The truth is more tragic. Though the Shadow Rift remains sealed, the dark creatures on the other side still exert their evil influence. Sir Keegan was an honorable paladin, yet even his dedication slowly crumbled under the maddening whispers of Orcus's minions from the Shadowfell. When his mind snapped, he suffered paranoid delusions that the people of the keep were all spies plotting to open the rift. He was not killed by the knights of the keep, however. Gravely wounded, he fled into the deep passages beneath the keep and hid. His senses returned while he rested and tended to his wounds. Crushed with remorse, he lay within a secret tomb in the dungeons and, rather than live with his guilt, he drank a vial of poison. His spirit now awaits a champion to redeem his memory and complete his mission—to keep the seal in place and protected so that this passage into the Shadowfell remains closed forever.

Meanwhile, Kalarel, and his hobgoblin and goblin followers have turned the dungeon into an armed camp. Although the goblins are too few to clear the entire complex, they have secured a path down into the depths, to the doorstep of the Shadow Rift. Now all that remains is for Kalarel to complete his study of the ritual of unsealing so that he can serve Orcus and open the rift once more.

Running Shadowfell Keep

The dungeons beneath Shadowfell Keep echo with the stuff of ghost stories and superstition. You can choose to run the encounter areas beneath Shadowfell Keep as a string of battles in a dungeon crawl. However, if you take the time to bring the dungeon to life and carry the tragic story behind the dungeon's origin to the forefront, the adventure becomes even more compelling. Being a Dungeon Master requires more than running monsters and keeping track of what's going on. It's also about setting the mood, advancing the story, and giving the players a glimpse into the world their characters inhabit. .

Bringing Shadowfell Keep to life requires attention to detail and a persistent effort to portray its sinister, foreboding atmosphere. No amount of rules or dice rolling can replace a DM's ingenuity, intuition, and ability to describe a disturbing or menacing scene. As the adventurers explore the dungeon, you want them (and by extension the players) to feel nervous, tense, and even a bit afraid. A lunatic butchered several dozen people and took refuge in this dungeon decades ago. He might still walk these halls, cursed to undeath and hungry for more victims. And if the stories of Sir Keegan's prowess are true, the adventurers face a truly deadly enemy.

Turning up the tension and fear requires good descriptions and an ability to improvise. When the characters enter the clearing of the ruins, describe how the forest has suddenly fallen silent. Animal and insect sounds have stopped, and even the wind has apparently died down so that not even a leaf moves in the branches overhead. Tell the players that their characters feel unnaturally cold, and they think that someone—or something—is watching them, even though they are sure that there is no one but them nearby.

Later, as the PCs explore the dungeon, explain that they hear distant moans and quiet footsteps. Think of tricks your mind has played when you've been home alone at night. Remember the sounds that made you just a little bit jumpy. Shadows flicker at the brink of the party's light source, something stirs just at the edge of a character's vision, and a sudden breeze chills the characters to their bones.

Breathing life into a dungeon with these little details can turn a series of fights into a thrilling story that your players will remember for years to come.



ERIC DESCHAMPS

Shadowfell Keep, Level One Overview

Two dungeon levels lie below Shadowfell Keep. The first level is divided into three sections.

Goblin Encampment

The goblins under Kalarel's command oversee several areas of the dungeon. Their leader, Balgron the Fat, assigns the goblins to duty in the guard area, the torture chamber, and the excavation site. Goblins who shirk their duties are hauled off to the torture chamber.

The goblins are intelligent, greedy, and a little cowardly. If they face a superior foe, they attempt to flee and gather reinforcements. If cornered, the goblins fight to the death. Balgron, as described in Area 4 (page 44), has his own plans and is interested only in saving his own life. He cares nothing for his followers, and they care little for him. Only Kalarel keeps them in line.

Area 1: Goblin Guard Room. Several goblins keep watch here. They have dug a pit trap to catch intruders who come down the stairs. The goblins might try to run from here to the torture chamber (Area 2) to find help.

Area 2: Torture Chamber. A hobgoblin torturer and several goblins are here, along with a rebellious goblin named Splug. The goblins attempt to use their torture implements against the party, but Splug might prove helpful if the PCs release him.

Area 3: Excavation Site. Balgron told his followers that treasure was buried here to keep them busy when they aren't on guard duty. The goblins fight to to protect the treasure they believe waits to be discovered.

Area 4: Chieftain's Lair. Balgron and the goblins use this area as a barracks. The cowardly Balgron attempts to keep his distance from the PCs.

The Tombs

For a time, the keep's guardians buried their dead in this section. When clerics served in the keep, they performed daily ceremonies to keep the dead from rising. Now, nothing prevents the influence of the rift from bringing the dead back to life.

The undead found here never leave the tombs. They might chase fleeing PCs, but they never descend the stairs in Area 12 or go through the doors to Area 1.

Area 5: Crypt of Shadows. Several undead lurk here, and traps and magic runes in the floor pose additional threats.

Area 6: The Hidden Armory. PCs might find this secret treasure room, where the keep's garrison hid several items to protect them from attack or invasion.

Area 7: The Skeletal Legion. Awakened by the stirring of the Shadow Rift, the warriors buried in this tomb attack any who enter.

Area 8: Sir Keegan's Tomb. The restless spirit of Sir Keegan waits here. If the PCs convince Sir Keegan that they intend to destroy Kalarel and seal the rift, they can avoid combat with this undead warrior.

The Caves

A small network of natural caves connects to the first level of the dungeons below the keep. Many natural subterranean creatures lurk here. The creatures avoid leaving the natural caves, and the goblins feed them small morsels to encourage them to stay put. However, the hungry creatures pursue any PCs that engage them in battle and then attempt to flee.

Area 9: The Maze of Caves. Beetles, bats, and other vermin prowl here, ready to feast on adventurers who stumble into this place.

Area 10: Kruthik Lair. A clutch of kruthiks, nasty predatory insects with ravenous appetites, nests here.

Area 11: The Water Cave. This cistern once provided the keep with fresh water. Now it is home to predatory slime.

General Details

Unless otherwise noted in an encounter description, the information here pertains to areas on the first level.

Light Sources: The goblin-controlled areas (1–4) are illuminated with torches and lanterns that provide bright light. A portion of Area 7 is illuminated with dim light. The rest of this level is dark.

Doors: All doors are unlocked and made of wood with banded bronze.

Walls: The walls are smooth stone, and the floors consist of flagstones with mortar between them.

Crates and Boxes: These cluttered squares are considered difficult terrain, requiring 1 additional square of movement to enter.

Beds: Each of the beds on the first level is large enough to accommodate two goblins. A bed provides cover for someone adjacent to it. It costs 2 squares of movement to hop up onto a bed. A character can make a DC 15 Strength check to tip over a bed, which then grants superior cover.

Tables: A table or similar piece of furniture (such as the rack in Area 2) is tall enough that a Small creature can move under it and gain cover. It costs 2 squares of movement to hop up onto a table. A character can make a DC 10 Strength check to tip over a table, which then grants superior cover.

Secret Doors: The secret doors on the first level can be discovered by a character who succeeds on a DC 20 Perception check. Unless otherwise noted, a secret door is unlocked and can be opened easily once it is found.


N
W
E
S
Shadowfell Keep
Level 1
1
2
3
4
5
6
7
8
9
10
11
S
One square = 5 feet

MIKE SCHLEY

AREA 1: GOBLIN GUARD ROOM

Encounter Level 2 (675 XP)

Setup

The goblins in this area guard the stairs leading down into the dungeon. A few goblins lounge around this area, more interested in passing time than in paying attention to the dungeon entrance. A hidden pit trap dug in the center of the room holds a swarm of hungry rats. The rats serve as a hazard for trespassers and a convenient source of snacks for the goblins.

This encounter includes the following creatures.

2 goblin sharpshooters (S)
2 goblin warriors (W)
1 rat swarm (R)

Goblins occupy this portion of the dungeon. This guard room at the base of the stairs serves to warn Balgron about any unwanted visitors. It consists of three connected chambers: the pillared entry hall, a barracks to the south, and a storage room to the southeast.

The goblin sharpshooters spend their time in the barracks. They dare each other to touch the door to the west or else play endless rounds of a dice game. One goblin warrior lazily watches the stairs, while the other pokes around in the storage room. The rats chatter and bite at each other beneath the stone-colored canvas that covers the secret pit.

As the adventurers descend the stairs, read:

The stairway leading down consists of finely crafted stone, perhaps the work of dwarves. A breeze chills you to the bones as you take each step down. The flicker of torchlight spills from a room at the bottom of the stairs.

Tactics

Goblins are short, gangly humanoids usually covered in filth. The goblin warrior south of the stairs keeps an eye out for intruders. He has a Perception check result of 13 on any attempt to notice someone sneaking down the stairs. The goblins' defense plan is simple. They hope intruders fall into the pit, allowing the goblins to leisurely shoot at them while the rats enjoy an unexpected feast. To accomplish this, the warrior attempts to taunt the PCs to charge after him as he stands on the opposite side of the pit from the stairs. Once alerted to trouble, the sharpshooters move to make ranged attacks against the intruders.

The goblins try to avoid melee. They use the goblin tactics ability to move away from melee attackers who miss them. They head from the guard room to the storage room to the barracks, back to the entrance, and so on. Once a third goblin falls, the survivor tries to run to Area 2 or 3 (whichever is closer) for help.

The rats attack any target, adventurer or goblin, that falls into the pit. If a bull rush forces a creature into the pit, it can immediately attempt a saving throw to avoid going over the edge. This works just like a normal saving throw, except the creature makes it as soon as it reaches the edge and not at the end of its turn. On a result lower than 10, the creature goes over the edge and falls. On a result of 10 or higher, the creature falls prone in the last square it occupied before it would have fallen.

Rat Swarm (R) — Level 2 Skirmisher
Medium natural beast (swarm) — XP 125

Initiative +6 **Senses** Perception +6; low-light vision
Swarm Attack aura 1; the rat swarm makes a free basic attack against each enemy that begins its turn in the aura.
HP 36; **Bloodied** 18
AC 15; **Fortitude** 12; **Reflex** 14; **Will** 11
Resist half damage from melee and ranged attacks; **Vulnerable** +5 damage from close and area attacks
Speed 4, climb 2
Swarm of Teeth (standard; at-will)
+6 vs. AC; 1d6+3 damage plus ongoing 3 damage (save ends).

Alignment Unaligned		**Languages** –
Str 12 (+2)	**Dex** 17 (+4)	**Wis** 10 (+1)
Con 12 (+2)	**Int** 2 (-3)	**Cha** 9 (+0)

Description Dozens of rats squeak and bite at everything within reach, climbing over each other in a seething mass of fur, teeth, and claws.

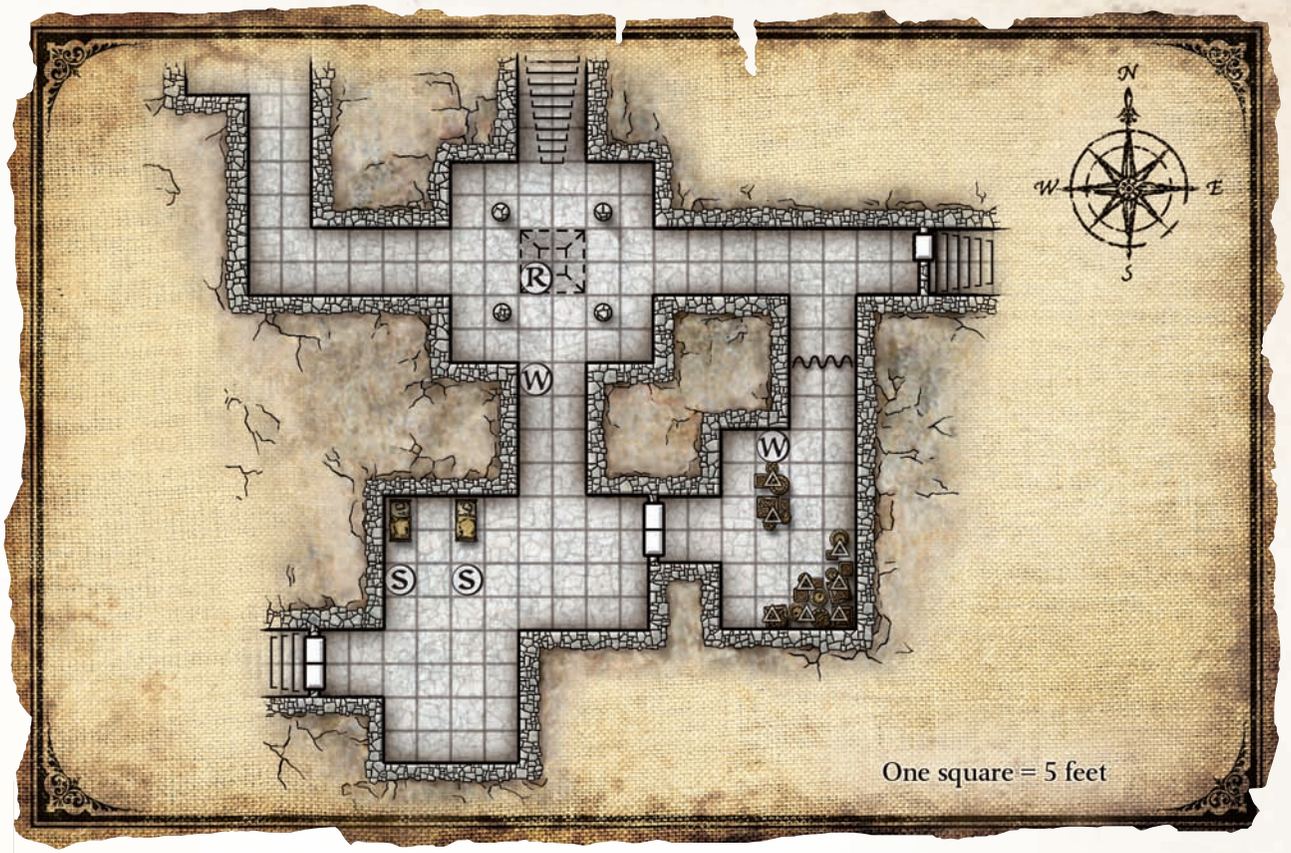
Perception Check
DC 15 *The smell of unwashed bodies is strong.*
DC 20 *Chattering squeaks pierce the otherwise silent ruins.*

2 Goblin Sharpshooters (G) — Level 2 Artillery
Small natural humanoid (goblin) — XP 125 each

Initiative +5 **Senses** Perception +2; low-light vision
HP 31; **Bloodied** 15
AC 16; **Fortitude** 14, **Reflex** 16, **Will** 13
Speed 6
Short Sword (standard; at-will) • **Weapon**
+6 vs. AC; 1d6+2 damage.
Crossbow (standard; at-will) • **Weapon**
Ranged 15/30; +9 vs. AC; 1d8+4 damage.
Sniper
A hidden goblin sharpshooter that misses with a ranged attack remains hidden.
Combat Advantage
The goblin sharpshooter deals +1d6 damage against any target it has combat advantage against.
Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)
A goblin may shift 1 square whenever a melee attack misses it.
Alignment Evil **Languages** Common, Goblin
Skills Stealth +12, Thievery +12

Str 14 (+3)	**Dex** 18 (+5)	**Wis** 13 (+2)
Con 13 (+2)	**Int** 8 (+0)	**Cha** 8 (+0)

Equipment Short sword, leather armor, crossbow with 20 bolts



MIKE SCHLEY

2 Goblin Warriors (W)	**Level 1 Skirmisher**
Small natural humanoid (goblin)	XP 100
Initiative +5 **Senses** Perception +1; low-light vision	
HP 29; **Bloodied** 14	
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 12	
Speed 6	
⨺ **Spear** (standard; at-will) • **Weapon**	
+6 vs. AC; 1d6+2 damage.	
⨻ **Javelin** (standard; at-will) • **Weapon**	
Ranged 10/20; +6 vs. AC; 1d6+2 damage.	
Mobile Ranged Attack (standard; at-will)	
The goblin warrior can move up to half its speed; at any point during that movement, it can make one ranged basic attack without provoking an opportunity attack.	
Skirmish +1d6	
If, on its turn, the goblin warrior ends its move at least 4 squares away from its starting point, it deals +1d6 damage on it attacks until the start of its next turn.	
Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)	
A goblin may shift 1 square whenever a melee attack misses it.	
Alignment Evil **Languages** Common, Goblin	
Skills Stealth +10, Thievery +10	
Str 14 (+2) **Dex** 17 (+3) **Wis** 12 (+1)	
Con 13 (+1) **Int** 8 (-1) **Cha** 8 (-1)	
Equipment Spear, 5 javelins, leather armor	

Features of the Area

Illumination: Bright light.

Pillars: The pit trap in the center of the guard room is surrounded by four slender pillars that provide cover. They cannot be tipped over, broken, or otherwise manipulated.

Curtain: This thick tapestry blocks line of sight and line of effect and provides an obstacle between squares, requiring 2 squares of movement for a Medium creature to move through it. A PC can pull down the curtain with a DC 15 Strength check.

Pit Trap: The goblins dug the pit and covered it with a stone-colored canvas. Any PC moving into or past the trap falls in. The trap is hidden until triggered and functions only one time. Anyone who falls into the pit takes 1d10 points of damage and falls prone. The rat swarm attacks anything that falls into the pit. A DC 15 Athletics check is required to climb out of the pit. A character actively searching for traps might discover the pit trap before it triggers with a DC 20 Perception check.

Treasure: The goblins have a total of 43 gp and 51 sp between them.

AREA 2: TORTURE CHAMBER

Encounter Level 2 (625 XP)

Setup

This encounter area includes a storage room to the southwest, a torture chamber to the north, and cells to the west. A hobgoblin torturer and his four goblin assistants work in the northern room, sharpening implements. Unless one of the goblins from Area 1 escaped, these goblins are not yet aware of the intruders.

This encounter includes the following creatures.

1 hobgoblin torturer (T)
3 goblin sharpshooters (S)
1 goblin warrior (W)
1 Prisoner Splug (P)

As the adventurers approach this area from the south, read:

The corridor widens into a long, narrow chamber. Doors are set in the northern and western walls, and iron double doors stand to the east. Faint bloodstains streak the floor between the western door and the northern door.

Perception Check
DC 15 *To the north, you hear the excited babble of goblin voices beyond the door.*

Hobgoblin Torturer (T) — **Level 3 Brute**
Medium natural humanoid (goblin) — XP 150

Initiative +2 **Senses** Perception +3; low-light vision
HP 53; **Bloodied** 26
AC 16; **Fortitude** 16, **Reflex** 14, **Will** 14
Speed 6

(+) **Hot Poker** (standard; at will) • **Fire, Weapon**
+6 vs. AC; 1d8+4 fire damage plus ongoing 2 fire damage (save ends).

Bloodcut Armor (minor; daily) • **Magic Item**
Gain resist all 10 until the end of this creature's next turn.

Alignment Evil **Languages** Common, Goblin
Str 18 (+5) **Dex** 14 (+3) **Wis** 14 (+3)
Con 13 (+2) **Int** 8 (+0) **Cha** 8 (+0)
Equipment Hide armor, iron poker

Tactics

The hobgoblin torturer, a foul-mouthed braggart clad in black leather armor and wearing a leather mask to hide a face disfigured by burns, picks up two hot pokers and rushes to attack. He tries to bull rush a PC into the iron maiden. The goblin warrior moves adjacent to the iron maiden along the south wall so that he can slam the device shut if a PC is shoved into it. Closing the iron maiden's door is a minor action.

The goblin sharpshooter closest to the cage in the southeast corner scurries into the cage and tries to get a PC to enter the cage by firing shots from inside it. The goblin then plans to dart out of the cage and close the door, locking the character inside.

The other two sharpshooters try to lure the PCs away from the door and deeper into the room by moving toward the north wall and peppering them with ranged attacks. If a clear path is available, the goblins run for it, leaving the cursing hobgoblin to fight to the death.

3 Goblin Sharpshooters (S) — **Level 2 Artillery**
Small natural humanoid (goblin) — XP 125 each

Initiative +5 **Senses** Perception +2; low-light vision
HP 31; **Bloodied** 15
AC 16; **Fortitude** 14, **Reflex** 16, **Will** 13
Speed 6

(+) **Short Sword** (standard; at-will) • **Weapon**
+6 vs. AC; 1d6+2 damage.

Crossbow (standard; at-will) • **Weapon**
Ranged 15/30; +9 vs. AC; 1d8+4 damage.

Sniper
A hidden goblin sharpshooter that misses with a ranged attack remains hidden.

Combat Advantage
The goblin sharpshooter deals +1d6 damage against any target it has combat advantage against.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)
A goblin may shift 1 square whenever a melee attack misses it.

Alignment Evil **Languages** Common, Goblin
Skills Stealth +12, Thievery +12
Str 14 (+3) **Dex** 18 (+5) **Wis** 13 (+2)
Con 13 (+2) **Int** 8 (+0) **Cha** 8 (+0)
Equipment Short sword, crossbow with 20 bolts, leather armor

Goblin Warrior (W) — **Level 1 Skirmisher**
Small natural humanoid (goblin) — XP 100

Initiative +5 **Senses** Perception +1; low-light vision
HP 29-; **Bloodied** 14
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 12
Speed 6

(+) **Spear** (standard; at-will) • **Weapon**
+6 vs. AC; 1d6+2 damage.

Javelin (standard; at-will) • **Weapon**
Ranged 10/20; +6 vs. AC; 1d6+2 damage.

Mobile Ranged Attack (standard; at-will)
The goblin warrior can move up to half its speed; at any point during that movement, it can make one ranged basic attack without provoking an opportunity attack.

Skirmish +1d6
If, on its turn, the goblin warrior ends its move at least 4 squares away from its starting point, it deals +1d6 damage on it attacks until the start of its next turn.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)
A goblin may shift 1 square whenever a melee attack misses it.

Alignment Evil **Languages** Common, Goblin
Skills Stealth +10, Thievery +10
Str 14 (+2) **Dex** 17 (+3) **Wis** 12 (+1)
Con 13 (+1) **Int** 8 (-1) **Cha** 8 (-1)
Equipment Spear, 5 javelins, leather armor

Features of the Area

Illumination: Bright light.

Crates and Boxes: The crates and boxes in the storage room hold rations.

Torture Chamber: The torture chamber consists of two parts, the work room and the cellblock.

The cellblock to the west features three large cells, all kept locked (Thievery DC 15 to open). An incarcerated goblin named Splug sits in the middle cell. The hobgoblin torturer carries a set of three keys on a thick iron ring. Each of the keys unlocks a different cell.

The work room holds an iron maiden, two tables covered with implements of torture, a fire pit with several iron rods, a rack, and a cage.

Iron Maiden: Anyone in the iron maiden when the device is closed receives 10 points of damage.

Tables: The goblins are small enough to fit under the tables, allowing them to duck out of sight, attempt a Stealth check, and then (if the check succeeds) attack from hiding. The implements on the tables include a total of four blades usable as daggers.

Fire Pit: The pokers deal 1d8 fire damage if used as weapons. In addition, a target hit with a hot poker takes ongoing 2 fire damage (save ends). If a PC takes a poker, it remains hot enough to deal fire damage for the remainder of the encounter. Anyone who enters the fire pit takes 10 fire damage.

Rack: This torture device can serve as a hiding place for the goblins (see tables above).

Cage: The cage is open when this encounter begins. The door locks when shut (Thievery DC 20 to open).

Treasure: The goblins have a total of 50 sp. The hobgoblin carries 55 gp and wears *+1 bloodcut hide armor.*

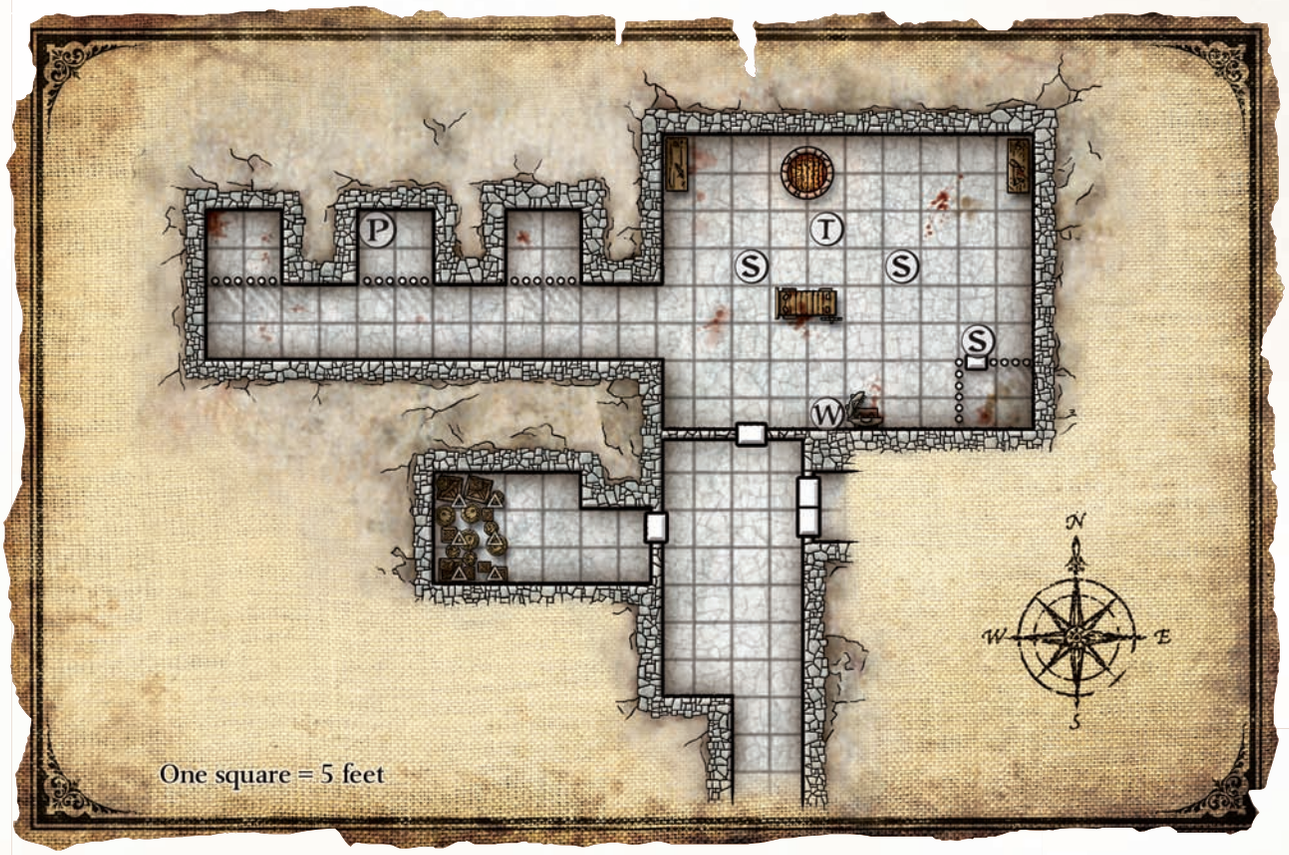
+1 Bloodcut Hide Armor: This hide armor (value 840 gp) provides a +1 enhancement bonus to AC and gives a character the following power: As a daily power, you can use a minor action when bloodied to gain resist all 10 until the end of your next turn. If the hobgoblin torturer uses this armor's power during the fight it can't be used again until after an extended rest.

Splug

Splug is a con artist. His fellow goblins threw him in a cell after he tricked too many goblins out of ale rations.

Splug portrays himself as a pathetic, helpless figure who would be forever indebted to adventurers who free him, but he is also a pathological liar. He begs for freedom, offering to carry the PCs' gear and set up their camp, and behaves like a sniveling servant. He provides accurate information on Areas 1 to 4, but he knows nothing of the rest of the dungeon.

Splug can provide comic relief, serve as a convenient porter and servant, or be a hidden threat who eventually betrays the party—whatever you think is best for the story. Splug has the statistics of a goblin warrior except for a Charisma score of 15 and a Will defense of 13.



MIKE SCHLEY

AREA 3: EXCAVATION SITE

Encounter Level 2 (625 XP)

SETUP

Before reaching this encounter area, the PCs might detect a secret door on the north wall of the corridor. A DC 25 Perception check is needed to locate it. The secret door leads to Area 4 (see page 44). If they continue along the corridor, they come upon the excavation site.

Three goblins work in this area, using shovels and picks to dig into the floor in search of treasure. After several weeks of work, no treasure has been found.

This encounter includes the following creatures.

3 goblin sharpshooters (G)
2 guard drakes (D)

Perception Check
DC 10 *Ahead, you hear several goblin voices. Their exact words are difficult to distinguish, but it sounds like an argument.*

Perception Check (character speaks Goblin)
DC 15 *The goblins seem to be arguing about whether or not the room they're in contains treasure. One of the goblins complains about having dug for weeks and found nothing of value.*

The goblins, sick of the backbreaking work and after having dug up much of the room, are starting to suspect that there is no treasure. They are squabbling among themselves when the PCs arrive.

When the adventurers enter this chamber, read:
This room looks like a disaster area. Here and there, remnants of the original floor stand like short towers protruding from a depression. Narrow wooden planks connect the patches of original floor, and a few goblins toil in this room, attacking the floor and walls with shovels and picks as they seem to argue among themselves.

2 Guard Drakes (D) — Level 2 Brute
Small natural beast (reptile) — XP 125 each

Initiative +3 **Senses** Perception +7
HP 48; **Bloodied** 24
AC 15; **Fortitude** 15, **Reflex** 13, **Will** 12
Immune fear (while within 2 squares of an ally)
Speed 6

(+) **Bite** (standard; at-will)
+6 vs. AC; 1d10+3 damage, or 1d10+9 damage if an ally is within 2 squares of the guard drake.

Alignment Unaligned **Languages** –
Str 16 (+4) **Dex** 15 (+3) **Wis** 12 (+2)
Con 18 (+5) **Int** 3 (-3) **Cha** 12 (+2)
Description These burly, four-legged reptiles appear strong and powerfully built.

3 Goblin Sharpshooters (G) — Level 2 Artillery
Small natural humanoid (goblin) — XP 125 each

Initiative +5 **Senses** Perception +2; low-light vision
HP 31; **Bloodied** 15
AC 16; **Fortitude** 14, **Reflex** 16, **Will** 13
Speed 6

(+) **Short Sword** (standard; at-will) • **Weapon**
+6 vs. AC; 1d6+2 damage.

(+) **Crossbow** (standard; at-will) • **Weapon**
Ranged 15/30; +9 vs. AC; 1d8+4 damage.

Sniper
A hidden goblin sharpshooter that misses with a ranged attack remains hidden.

Combat Advantage
The goblin sharpshooter deals +1d6 damage against any target it has combat advantage against.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)
A goblin may shift 1 square whenever a melee attack misses it.

Alignment Evil **Languages** Common, Goblin
Skills Stealth +12, Thievery +12
Str 14 (+3) **Dex** 18 (+5) **Wis** 13 (+2)
Con 13 (+2) **Int** 8 (+0) **Cha** 8 (+0)
Equipment Short sword, crossbow with 20 bolts, leather armor

TACTICS

The goblins fight with tenacity and anger. Although they doubt they will ever find buried treasure here, they hate the idea of giving up any potential finds to intruders. The goblins fall back and use missile fire to wear down the PCs, while the guard drakes eagerly pounce upon the adventurers, defending the goblins and preventing PCs who have fallen into the excavation from climbing back out.

FEATURES OF THE AREA

Illumination: Bright light.

Excavated Area: The excavated area is 10 feet below the level of the original floor. Anyone who falls off a plank or off the edge of a raised area into the excavation takes 1d10 damage and becomes prone.

The walls are bare earth, and scaling them in either direction requires a DC 15 Athletics check. However, on any such attempt to ascend or descend a wall, there is a 50% chance (a roll of 1-10 on 1d20) that the earth crumbles and sends the character sliding down to the floor. A character who falls in this fashion becomes prone in the square where he began his movement but takes no damage.

Impassable Terrain: The area in the northwest corner of this area is where the goblins have piled the dirt they dug out of the room. No character or creature can move into these squares.

Planks: Any Medium creature attempting to move along a plank must make a successful DC 20 Acrobatics check or fall into the pit. If a character wearing heavy armor moves onto a plank, it snaps in half, sending the broken pieces and the character into the excavated area.

The planks are not secured to the raised areas that they connect. As a minor action, a character or goblin adjacent to the end of an unoccupied plank can push it down into the excavation. If someone is standing on a plank, pushing it requires a DC 15 Strength check if the creature is Small or a DC 20 Strength check if the creature is Medium.

In addition, a character or a goblin can try to rock a plank to knock a creature into the excavation. This requires a standard action and a Strength check against the creature's Reflex defense. On a success, the creature falls into the excavation.

The guard drakes are not capable of manipulating the planks.

Ladders: Anyone climbing up or down a ladder moves at half speed, using 4 squares of movement to travel 10 feet. As a standard action, a character or a goblin can topple a ladder so that it falls into the excavation. A fallen ladder can be picked up and repositioned by a PC or a goblin that takes a standard action and succeeds on a DC 10 Strength check.

The guard drakes are not capable of manipulating the ladders.

Ramp: The square along the south wall of this chamber that is adjacent to the raised area has been only partially dug up, so that it serves as a ramp between the original floor and the excavation. The goblins use this route when they report for duty, since it's the easiest way for them to get down into the excavation while carrying their digging tools. The ramp is also the way the guard drakes get into and out of the excavation.

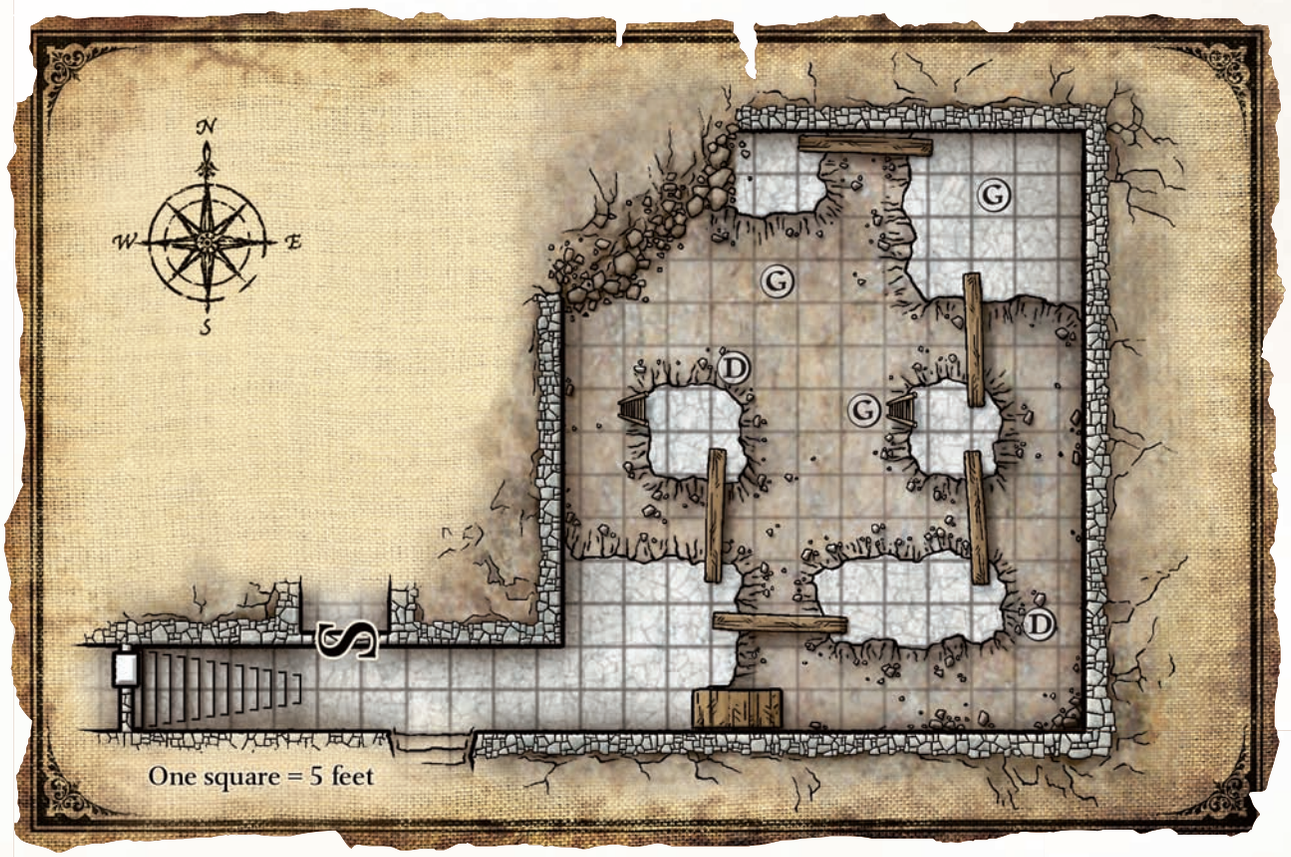
Treasure: The goblins have found very little worth keeping, but they have a total of 22 gp and a dirt-covered, magic holy symbol of Bahamut.

+1 Symbol of Battle: This holy symbol (value 1,000 gp) grants a +1 enhancement bonus to attack rolls and damage rolls, deals +1d8 damage on a critical hit when used with divine powers that have the Implement keyword. It also has a power that can be used as a free action. When you hit with a power that uses this holy symbol, deal an extra 1d8 damage. This power recharges automatically when you reach a milestone.

Level Up

Depending on how your player characters have been progressing through this adventure and whether or not they skipped any encounters, they may have achieved 1,000 XP by this point and are ready to level up. Let them level up when they take an extended rest. The back side of their character sheets explain what they get to improve upon attaining 2nd level.

If they haven't quite reached 2nd level, they are probably close at this point in the adventure.



MIKE SCHLEY

AREA 4: CHIEFTAIN'S LAIR

Encounter Level 4 (875 XP)

SETUP

Balgron the Fat commands the goblins that lair in the keep, and he has made this series of chambers his personal residence. In addition, the goblins have set up a barracks and storage chamber here.

This encounter includes the following creatures.

Balgron the Fat (B)
8 goblin cutters (C)
5 goblin warriors (W)

The eastern room serves as Balgron's personal quarters, where he and his personal guard can usually be found.

The entryway to the west is a simple guard room, the chamber to the north is a storage area and bunkhouse, and the chamber to the south is a barracks.

A character moving out of the western corridor and into the room with the table can make a DC 13 Stealth check to avoid notice from the two goblin warriors in the room. A PC must make a Stealth check for each move action and takes a -5 penalty if he moves more than 2 squares on that action.

If the adventurers approach from the west, read:
Two goblins sit at a table, playing cards, their weapons close at hand. To the east, thick tapestries cover the walls. On the table between the goblins sits a small bronze bell.

If the adventurers enter from the secret door, read:
The hidden doorway slides open without a sound. You see a small chamber enclosed by hanging tapestries. An obese goblin is sprawled on a bed, snoring loudly. A wooden chest sits at the foot of the bed.

8 Goblin Cutters (C) — Level 1 Minion
Small natural humanoid (goblin) — XP 25 each

Initiative +3 **Senses** Perception +1; low-light vision
HP 1; a missed attack never damages a minion.
AC 16; **Fortitude** 12, **Reflex** 14, **Will** 11
Speed 6; see also *goblin tactics*

Short Sword (standard; at-will) • **Weapon**
+5 vs. AC; 4 damage (5 damage if the goblin cutter has combat advantage against the target).

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)
The goblin shifts 1 square.

Alignment Evil **Languages** Common, Goblin
Skills Stealth +5, Thievery +5
Str 14 (+2) **Dex** 17 (+3) **Wis** 12 (+1)
Con 13 (+1) **Int** 8 (-1) **Cha** 8 (-1)
Equipment leather armor, short sword

5 Goblin Warriors (W) — Level 1 Skirmisher
Small natural humanoid (goblin) — XP 100

Initiative +5 **Senses** Perception +1; low-light vision
HP 29; **Bloodied** 14
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 12
Speed 6

Spear (standard; at-will) • **Weapon**
+6 vs. AC; 1d6+2 damage.

Javelin (standard; at-will) • **Weapon**
Ranged 10/20; +6 vs. AC; 1d6+2 damage.

Mobile Ranged Attack (standard; at-will)
The goblin warrior can move up to half its speed; at any point during that movement, it can make one ranged basic attack without provoking an opportunity attack.

Skirmish +1d6
If, on its turn, the goblin warrior ends its move at least 4 squares away from its starting point, it deals +1d6 damage on it attacks until the start of its next turn.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)
A goblin may shift 1 square whenever a melee attack misses it.

Alignment Evil **Languages** Common, Goblin
Skills Stealth +10, Thievery +10
Str 14 (+2) **Dex** 17 (+3) **Wis** 12 (+1)
Con 13 (+1) **Int** 8 (-1) **Cha** 8 (-1)
Equipment Spear, 5 javelins, leather armor

Balgron the Fat (B) — Level 4 Lurker
Small natural humanoid (goblin) — XP 175

Initiative +10 **Senses** Perception +3; low-light vision
HP 46; **Bloodied** 23
AC 17; **Fortitude** 16, **Reflex** 17, **Will** 15
Speed 6

Club (standard; at will) • **Weapon**
+9 vs. AC; 1d6+3 damage.

Crossbow (standard; at will) • **Weapon**
Ranged 15/30; +9 vs. AC; 1d8+4 damage.

Combat Advantage
When Balgron has combat advantage, his ranged attacks deal +2d6 damage.

Crippling Strike
Enemy struck by melee attack is slowed (speed becomes 2) and takes a -2 penalty on opportunity attacks until the end of Balgron's next turn.

Goblin Tactics (immediate reaction, when missed by a melee attack; at will)
Balgron can shift 1 square.

Shifty (minor; at will)
Balgron can shift 1 square as a minor action.

Alignment Evil **Languages** Common, Goblin
Skills Acrobatics +11, Perception +8, Stealth +13, Thievery +13
Str 16 (+5) **Dex** 18 (+6) **Wis** 12 (+3)
Con 16 (+5) **Int** 9 (+1) **Cha** 14 (+4)
Description This fat goblin wears leather armor that bulges from his weight. He has thick, knotty fingers, cruel eyes, and a terrible disposition. He carries a club, a crossbow, and 20 bolts.

Tactics

The PCs' approach to this area determines how the encounter proceeds. If the party comes from the west, it faces a fairly difficult fight. If the PCs enter through the secret door, they might dispatch Balgron and his warrior bodyguard before facing the bulk of the goblin force.

If the guards in the western area notice the PCs, one of them rings the bell (a minor action) to alert the other goblins. Alerted goblins move down the passages toward combat and attempt to flank the PCs.

If the PCs enter through the secret door in Balgron's room, they might eliminate the goblin leader before he can take action. While sleeping, Balgron has a passive Perception of 13, and any PC entering into the room must make a Stealth check. While sleeping, Balgron is helpless and unconscious. An attack on a helpless creature automatically scores a critical hit. If the goblin leader awakens or survives the initial PC attack, he flees toward the western door, which he must unlock before leaving. Balgron continues west, toward where the two goblin guards sit. He calls out for help as he runs, alerting the goblin cutters and goblin warriors of the PC's presence.

Balgron the Fat is prepared to sacrifice his followers to defeat the PCs, but he does not foolishly risk his own life. If the characters attack from the west, he advances cautiously, then hangs back and lets his minions take the brunt of the attack. If he is forced into melee, he tries to fight alongside at least one other goblin.

When three or fewer goblins remain, Balgron flees toward the secret door in his chamber. From there, he runs to Area 9 to hide, waiting until he thinks the PCs have left (usually a day or so). He then rallies any surviving goblins. He and the survivors lurk in Area 1, ready to ambush intruders, whether they're returning from the surface or attempting to leave the dungeon.

If Balgron is cornered, he begs for mercy. He might serve them for a time, but he betrays them at the first opportunity. If he is taken alive, Balgron can be persuaded to reveal the pass phrase to gain admittance to the keep's second level. The phrase is "And life fails in the dark."

Features of the Area

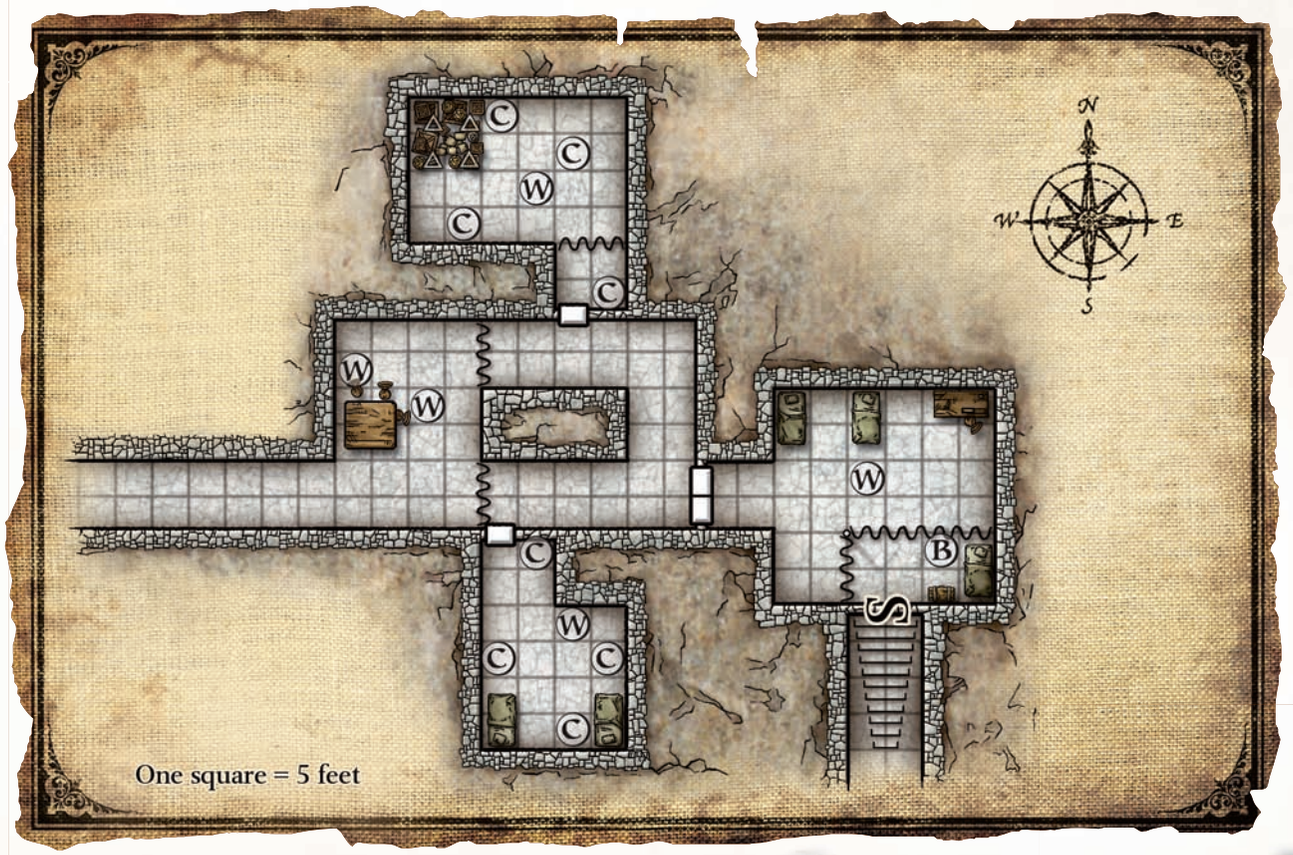
Illumination: Bright light.

Locked Door: The western door of Balgron's chamber is locked (DC 20 Thievery check to open).

Tapestries: These thick tapestries block line of sight and line of effect and provide an obstacle between squares, requiring 2 squares of movement for a Medium creature to move through them. A PC can pull down a tapestry with a DC 15 Strength check.

Treasure: The chest in Balgron's room is locked (DC 25 Thievery check). In one of Balgron's pockets is a key that opens the chest, which he offers to the PCs in return for sparing his life, and another key that opens the locked door. The chest contains 560 gp and a *+1 magic wand*.

+1 Magic Wand: This wand (value 360 gp) provides its user with a +1 bonus on attack rolls and damage rolls when using arcane powers with the Implement keyword.



MIKE SCHLEY

AREA 5: CRYPT OF SHADOWS

Encounter Level 3 (880 XP)

SETUP

This area is part of the crypt that the empire's soldiers constructed when they still maintained the keep; many soldiers died sealing the rift the first time.

With the aid of the powers beyond the rift, Kalarel has animated several corpses from the interred dead and transformed this area into a guard room. He has also inscribed runes into the floor designed to send intruders fleeing in terror toward Area 7.

When the adventurers open the door, read:
Discolored stairs lead down into cold darkness. An overpowering odor of damp rot fills the air.

When the adventurers approach a rune square, read:
Strange designs are inscribed into the floor (show players the picture of the rune).

VISION

Beginning in this area and continuing throughout the remainder of the first level, do not provide the players with any information about what their characters can see unless the PCs are using a light source.

GRABBING AND ESCAPING

Zombies in this encounter (and elsewhere in the adventure) have the ability to grab their opponents and thereby prevent them from moving.

If a grab attempt succeeds, the victim is immobilized—unable to move out of the space it occupies until it escapes the grab, or until the grabber releases its grip.

Sustaining a grab requires a minor action; ending a grab is a free action. A grab ends automatically if the grabber is affected by a condition that prevents it from taking opportunity actions (such as dazed, stunned, or unconscious), or if the grabber moves away from the creature it is grabbing.

To move a grabbed victim, the grabber must succeed on a Strength attack vs. Fortitude.

Escaping: A grabbed victim can escape by taking a move action and making a successful Athletics check vs. Fortitude or a successful Acrobatics check vs. Reflex against the grabber. If an escape attempt succeeds, the victim can shift as part of the same action.

INITIATIVE

Do not roll initiative for this encounter until a rune is triggered or the undead creatures are encountered.

If a PC triggers a rune, read:
A throat-tearing scream explodes from the floor. Low, hungry moans answer the dying scream from the north and south.

This encounter includes the following creatures.

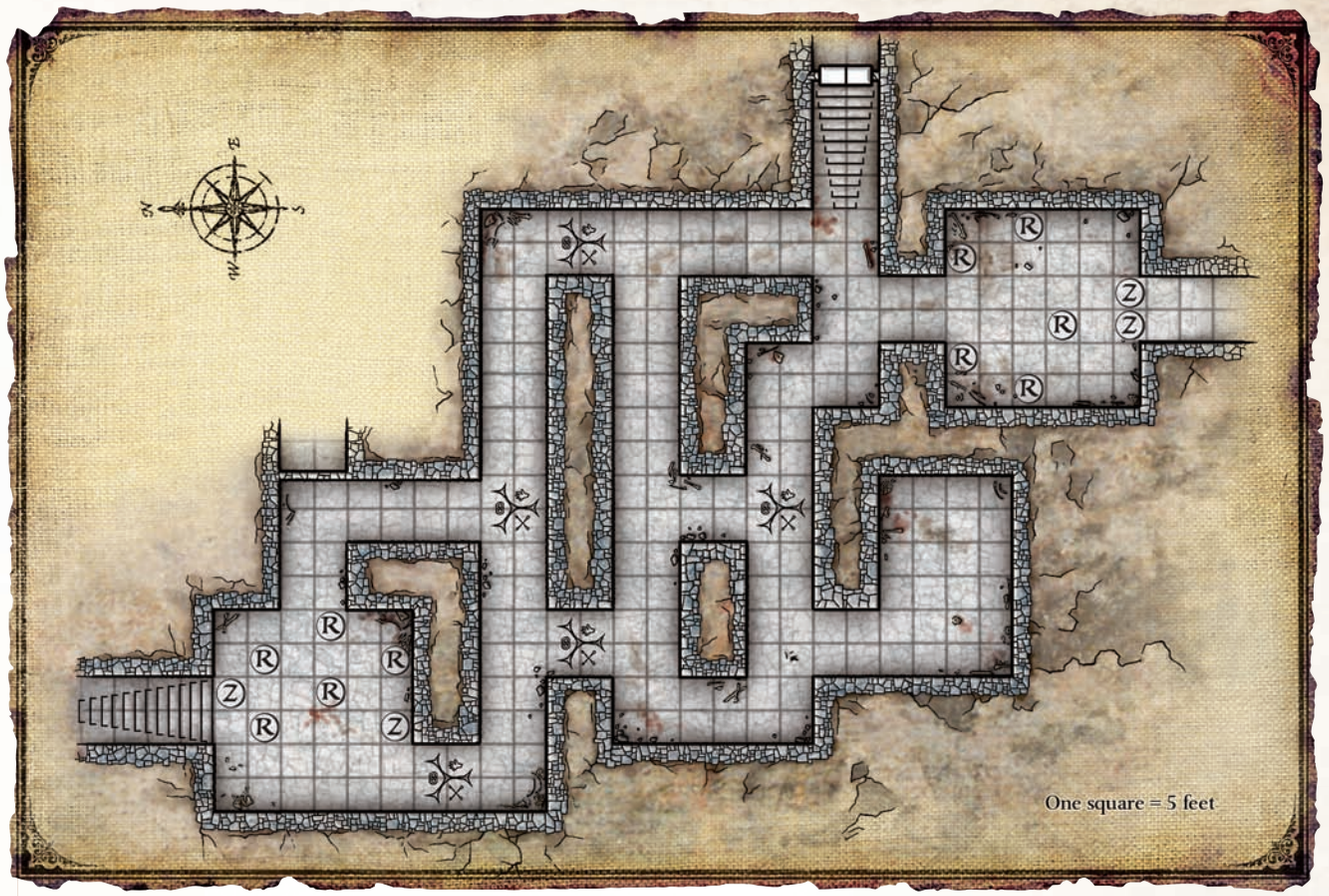
10 zombie rotters (R)
4 zombies (Z)

10 Zombie Rotters (R) — Level 3 Minion
Medium natural animate (undead) — XP 38 each

Initiative -2 **Senses** Perception -1; darkvision
HP 1; a missed attack never damages a minion.
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison
Speed 4
⊕ **Slam** (standard; at-will)
+6 vs. AC; 5 damage.
Alignment Unaligned **Languages** –
Str 14 (+2) **Dex** 6 (-2) **Wis** 8 (-1)
Con 10 (+0) **Int** 1 (-5) **Cha** 3 (-4)
Description Pieces of rotting flesh hang from these shambling forms. Tears in their flesh reveal exposed bone.

4 Zombies (Z) — Level 2 Brute
Medium natural animate (undead) — XP 125 each

Initiative -1 **Senses** Perception +0; darkvision
HP 40; **Bloodied** 20; see also *zombie weakness* below
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4
⊕ **Slam** (standard; at-will)
+6 vs. AC; 2d6+2 damage.
ǂ **Zombie Grab** (standard; at-will)
+4 vs. Fortitude; the target is grabbed (until escape).
Zombie Weakness
Any critical hit to the zombie reduces it to 0 hit points instantly.
Alignment Unaligned **Languages** –
Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)
Con 10 (+1) **Int** 1 (-4) **Cha** 3 (-3)
Description Although these creatures are obviously dead, they shamble forward with supernatural strength and purpose. Their bulky forms lumber with menace, and ravenous hunger glints in their vacant eyes.



Tactics

The zombies stand idle in the northern and southern chambers until they detect an intruder either by sight or by the sound of a terror rune being triggered. The zombies in the north shamble southward in a group, moving 8 squares each round toward the source of any noise. The zombies in the south remain stationary until a character sets foot in their chamber, at which point they lurch forward out of the darkness and attack. The zombies are unaffected by the runes and will pursue characters throughout Area 5 and into Area 7. However, they do not move onto either of the staircases that lead away from this area.

Features of the Area

Illumination: Darkness.

Terror Runes: Several runes are inscribed into the floor of this chamber, as shown on the tactical map. A DC 20 Arcana or Religion check allows a PC to realize that the designs are charged with an effect triggered by contact. A terror rune is triggered whenever a PC enters a square that contains part of a design. When that happens, the rune releases a ghostly scream. The noise draws the zombies, plus it is a fear effect that strikes terror into the heart of the individual who triggered it.

When a PC triggers a rune, have the trap make a +7 attack vs. Will against that character and each other character within 10 squares. On a success, the sound deals 1d4+1 necrotic damage and overwhelms affected characters with terror, causing them to immediately take a move action to run toward Area 7 (move speed +2 squares). A PC can be affected by any single rune only once per day. A character can jump over a rune with a DC 21 Athletics check (DC 11 if a character moves at least 2 squares before jumping).

The runes do not affect any of Kalarel's allies (including the undead and the goblins).



MIKE SCHLEY & ERIC DESCHAMPS

AREA 6: HIDDEN ARMORY

Encounter Level 1 (500 XP)

Setup

This chamber holds a variety of items, what remains of emergency supplies for Shadowfell Keep. Kalarel and his followers have yet to uncover this place, so its remaining supplies have not been depleted. If the adventurers discover this chamber, they must contend with an illusory wall, several undead guardians, and a mysterious riddle.

This encounter includes the following creatures.

4 zombies (Z)

Secret Door

The secret door leading to this chamber matches the walls in Area 5, making it nearly invisible (DC 20 Perception check to notice). If the secret door is discovered, it can't be opened until it is unlocked (DC 25 Thievery check). A trigger to open the wall is built into the ceiling above, and anyone who looks at the ceiling can notice it with a DC 15 Perception check.

First View

When the characters enter this chamber, read:

The secret door slides open to reveal a small, bare room. If this hidden room once held treasure, someone has apparently emptied the place of valuables.

Perception Check

DC 16 *Faint moans are audible from the east, but their origin is unclear.*

Insight Check

DC 22 *The wall on the far end of the chamber seems to shimmer and jump ever so slightly.*

The eastern wall of the small chamber is actually an illusory wall, as indicated on the map. The wall functions like a one-way mirror. An observer standing on the side nearer to the door sees a wall. Creatures standing on the other side notice only the faint outline of a wall, allowing them to see through it. The wall blocks line of sight for those who can see it but not for observers standing on the opposite side. The illusion does not affect line of effect.

If the PCs decide to investigate further (either because they hear the sounds or see the shimmering), a character might try to poke a weapon or other object through the wall, or someone might try to move through the wall.

If a PC pokes an object through the wall, read:

The surface in front of you offers no resistance. The object disappears from view, but the wall is still visible.

If a PC moves through the wall, read:

You move through the wall as though it were not present. You find yourself in a larger chamber. Four rotting corpses stand in the area, their dead eyes fixed upon you.

As soon as one character moves through the wall, that individual is adjacent to one of the zombies. If the character chooses to continue moving, he or she provokes an opportunity attack from the adjacent zombie. Resolve that attack, if it occurs, and then roll initiative.

4 Zombies (Z) — **Level 2 Brute**
Medium natural animate (undead) — XP 125 each

Initiative -1 **Senses** Perception +0; darkvision
HP 40; **Bloodied** 20; see also *zombie weakness* below
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4

⊕ **Slam** (standard; at-will)
+6 vs. AC; 2d6+2 damage.

ǂ **Zombie Grab** (standard; at-will)
+4 vs. Fortitude; the target is grabbed (until escape).

Zombie Weakness
Any critical hit to the zombie reduces it to 0 hit points instantly.

Alignment Unaligned		**Languages** –
Str 14 (+3)	**Dex** 6 (-1)	**Wis** 8 (+0)
Con 10 (+1)	**Int** 1 (-4)	**Cha** 3 (-3)

Tactics

Some of the warriors once entombed in the crypts have reanimated due to the malign influence leaking from Orcus's sanctuary beyond the rift. The four zombies in this chamber emerged from crypts embedded in the walls and instinctively took up guard positions inside the armory. Even though the zombies can see through the illusory wall, they wait for intruders to move adjacent to one or more of them before animating.

If a zombie can attack a character from where it stands, the monster does so (choosing randomly from among multiple targets). These zombies attempt to use their grab ability whenever possible. If any one of them moves, it tries to stay close to at least one other zombie to maximize the usefulness and effectiveness of its grab.

If the characters flee from this chamber, the zombies pursue them back into Area 5, and perhaps into Area 7 if the characters are forced into that route by triggering any of the terror runes (see the preceding encounter). The zombies do not move onto either of the staircases that lead away from Area 5.

Features of the Area

If the PCs defeat the zombies and look around the chamber, read:

The area beyond the false wall appears to be an armory. It contains two weapon racks, on the north and south walls, and a stand against the east wall with a ragged suit of armor mounted on it. Mounted on the north wall above the weapon rack is a steel plaque inscribed with a helm from a suit of plate armor.

Illumination: Darkness.

Plaque: As a final defense against thieves, the builders of Shadowfell Keep created a guardian to watch over this place. If the PCs move adjacent to one of the racks after disposing of the zombies, a spirit bound within the plaque poses a riddle in a deep, booming voice:

> *A wondrous treasure,*
> *Valued by all, sought by many.*
> *Found in both victory and defeat,*
> *Yet never at the bottom of a treasure chest.*
> *It marches before you like a herald,*
> *And lives long after you are gone.*
> *Of what do I speak?*

There are two answers to this riddle: "Reputation" or "Honor." At your option, any other synonym for these terms is an acceptable answer. If the characters give the right answer, the armor on the stand gleams with light and transforms from junk into *+1 blackiron scale armor.*

+1 Blackiron Scale Armor: This suit of magic armor (value 840 gp) provides its wearer with a +1 bonus to AC and Resist 5 (fire, necrotic).

If the characters offer an incorrect answer, the plaque rumbles the following:

> *"You try my patience. Offer the answer soon, or the treasure I guard shall forever be denied to you."*

If the PCs give three incorrect answers, the plaque says:

> *"Honorless thieves! The treasures of this place shall never be yours!"*

With that pronouncement, the suit of armor falls to pieces.

Arms and Equipment: The weapon racks hold equipment that appears rusty and worn. Time has been unkind to the objects, and they no longer have any worth.

A Safe Haven

If the adventurers overcome the zombies, this area becomes a safe place to rest. The secret door hides them, and the illusory wall gives the characters a chance to ambush anyone who might enter in search of them.

If the characters take an extended rest here, and if the hobgoblins on the second level know of their presence, there is a 10% chance (19-20 on 1d20) that a hobgoblin patrol finds the secret door after 6 hours. The hobgoblin patrol is described on page 62 in the Shadowfell Level 2 Overview.



Line of Sight, Line of Effect

Here's how to determine if a character can see and target an enemy.

Line of Sight: To determine if you can see a target, pick a corner of your space and trace an imaginary line from that corner to any part of the target's space. You can see the target if the line doesn't pass through or touch an object or an effect—such as a wall, curtain, or cloud of fog—that blocks your vision. If the line passes through an obstruction, the target has cover or concealment.

Line of Effect: You can target a creature or a square if there's an unblocked path between it and you. If the imaginary line you trace to a target passes through or touches a solid obstacle, you don't have line of effect to the target.

Fog, darkness, and other types of obscured squares block vision, but they don't block line of effect.

You need line of effect to any target you attack and to any space in which you wish to create an effect. When you make an area attack, you need line of effect to the attack's origin square. To hit a target with the attack, there must be line of effect from the origin square to the target.

MIKE SCHLEY

AREA 7: SKELETAL LEGION

Encounter Level 1+ (500+ XP)

SETUP

The adventurers might flee into this chamber after triggering the terror runes in Area 5, which means zombies from Area 5 or Area 6 might follow them into this room.

This encounter includes the following creatures.

2 skeleton warriors (W)

8 or more decrepit skeletons (S)

DANSE MACABRE

This chamber is initially quiet. Rows of sarcophagi line the walls, and two altars wait out of sight in the eastern portion of the chamber.

Don't place any skeletons on the battle grid to start. The skeletons don't emerge from the sarcophagi until a character passes between the two middle sarcophagi to the east of the entry hall. Once this occurs, the action unrolls in a fast and furious fashion.

In the first round, the sarcophagi disgorge eight decrepit skeletons and two skeleton warriors. Every round thereafter for the next five rounds, two additional decrepit skeletons emerge randomly from two different sarcophagi. Keep track of the number of skeletons generated and defeated so you can determinate accurate experience points at the end of the encounter (25 XP for each decrepit skeleton). See Features of the Area for details on stopping the flow of skeletons into the chamber.

When the adventurers enter the chamber, read:
Ten massive stone sarcophagi, five on each wall, line this crypt. The sarcophagi are granite and contain relief images of human warriors in plate armor. To the east, the crypt opens into a higher, wider area from which a starry glow emanates.

Perception Check
DC 18 *Indecipherable draconic script adorns each sarcophagus.*
DC 22 *Muffled clicks and scratching noises seem to come from within a few of the sarcophagi.*

When any adventurer first passes between the two center sarcophagi to the east of the entry hall, read:
Concussive bangs sound throughout the crypt as each sarcophagus lid slams open. Clattering, clicking bones grope outward from each open tomb.

When the PCs can see the eastern section, read:
Silvery-white light from above suffuses this wide section of the crypt. A dome above the area depicts a fantastic, regal dragon with silver scales in flight across an endless sky. An altar stands on either side of the area, inscribed with elaborate script. Relief images of soldiers in plate armor on their knees in prayer appear on the walls behind each altar.

2 Skeleton Warriors (W) — **Level 3 Soldier**
Medium natural animate (undead) — XP 150 each

Initiative +6 **Senses** Perception +3; darkvision
HP 45; **Bloodied** 22
AC 18; **Fortitude** 15, **Reflex** 16, **Will** 15
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5

⊕ **Longsword** (standard; at-will) • **Weapon**
+10 vs. AC; 1d8+2 damage, and the target is marked until the end of the skeleton warrior's next turn; see also speed of the dead below.

Speed of the Dead
When making an opportunity attack, the skeleton warrior gains a +2 bonus to the attack roll and deals +1d6 damage.

Alignment Unaligned **Languages** –

Str 15 (+3)	**Dex** 17 (+4)	**Wis** 14 (+3)
Con 13 (+2)	**Int** 3 (-3)	**Cha** 3 (-3)

Equipment Chainmail, longsword, light shield
Description Tendons and sinew link these creatures' bones strongly together. Their forms rattle and crack, but they move with strength and speed.

8+ Decrepit Skeletons (S) — **Level 1 Minion**
Medium natural animate (undead) — XP 25 each

Initiative +3 **Senses** Perception +2; darkvision
HP 1; a missed attack never damages a minion.
AC 16; **Fortitude** 13, **Reflex** 14, **Will** 13
Immune disease, poison
Speed 6

⊕ **Longsword** (standard; at-will) • **Weapon**
+6 vs. AC; 4 damage.

Shortbow (standard; at-will) • **Weapon**
Ranged 15/30; +6 vs. AC; 4 damage.

Alignment Unaligned **Languages** –

Str 15 (+2)	**Dex** 17 (+3)	**Wis** 14 (+2)
Con 13 (+1)	**Int** 3 (-4)	**Cha** 3 (-4)

Equipment longsword, shortbow, quiver of 10 arrows

BAHAMUT, THE PLATINUM DRAGON

A character who succeeds on a DC 10 Religion or History check recognizes the dragon on the dome as Bahamut, the Platinum Dragon, the god of justice, protection, and honor. (The paladin PC automatically recognizes the image and knows all the following information.) Many believe that to speak the noble name of Bahamut is a sign of disrespect, so instead they call him the Platinum Dragon. Many metallic dragons worship him as the first of their kind. His alignment is Lawful Good.

Tactics

The skeletons' tactics are simple—gang up on the PCs and surround them so they can't get away.

If zombies from Area 5 or Area 6 follow the PCs into this room, the skeletons might attack a zombie if one comes closer to them than a PC is.

The skeletons do not pursue PCs into Area 5 and do not enter Area 8.

Features of the Area

Illumination: Dim light. At the start of the encounter, silvery-white light dimly illuminates the eastern section of this area, while the western section remains dark.

Sarcophagi: These coffins generate skeletons over a span of 5 rounds once the effect is triggered (see above). Just before a skeleton is disgorged, a sarcophagus's lid pops open with a loud bang. A skeleton is expelled, landing in any square adjacent to the sarcophagus, and the lid immediately slams shut again. Five minutes after all the skeletons are destroyed, the process begins again unless the PCs actively halt it (see below).

If a PC forces a sarcophagus lid open (DC 20 Strength check), he finds no opening or cavity—ancient magic is responsible for the effect, not a supply of skeletons inside or beneath each container.

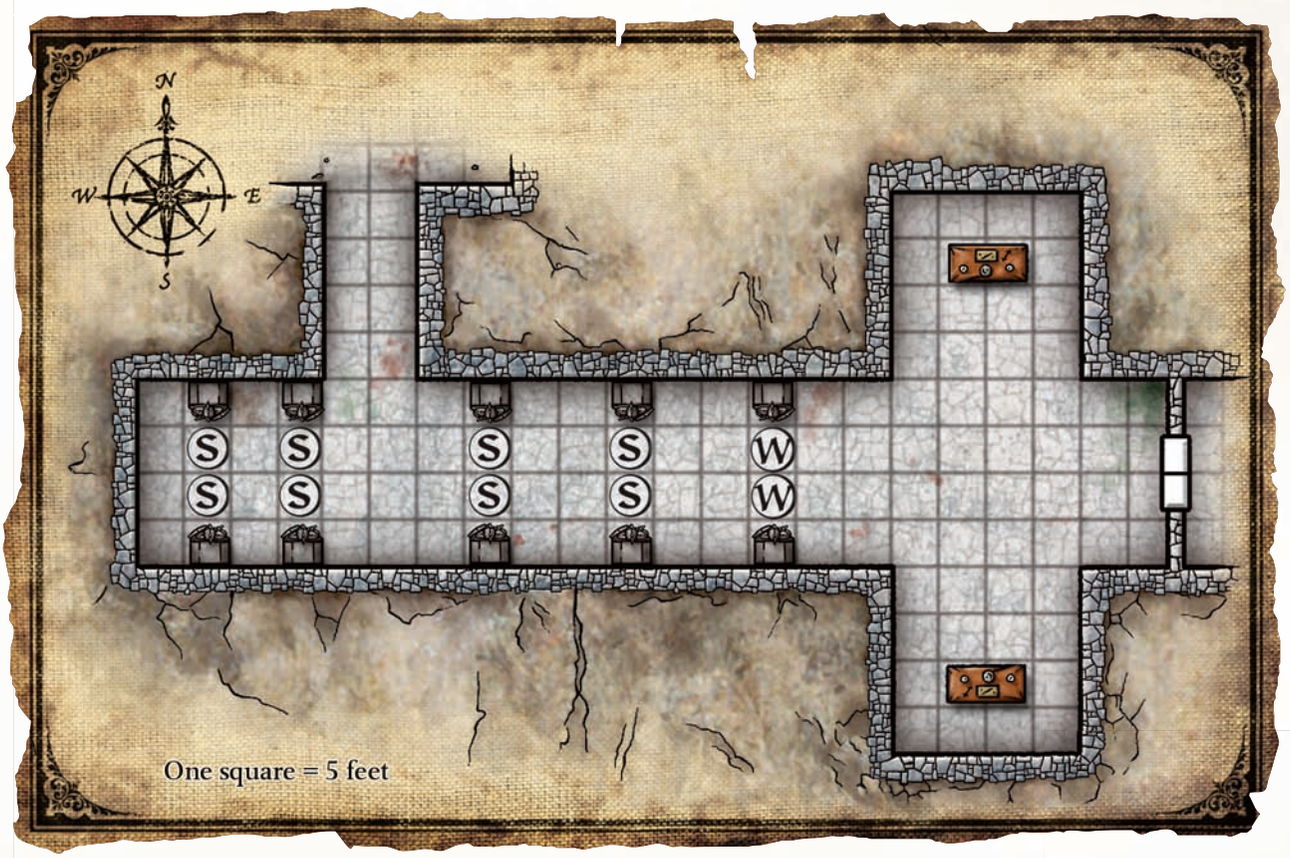
Skeletons are no longer generated once the PCs leave the room or as soon as any PC offers obeisance at an altar (see below). Destroying any single sarcophagus also stops the flow of skeletons from that edifice. Each sarcophagus has 100 hit points, AC 18, Defenses 16, and resist all 5.

Altars: The script on the altars is Draconic, and both inscriptions read the same:

"The Platinum Dragon is my rock, my fortress, and my deliverer. He is my stronghold, my refuge, and my armor against the foes of life—I need only kneel and offer him my praise."

As a standard action, a PC can kneel before either altar and praise Bahamut. Doing so in any fashion causes the light in the eastern area to become bright, bathing the entire western corridor in dim light. The skeletons (and zombies, if any are present) immediately stop attacking, and all skeletons still active return to their sarcophagi. From now on, PCs can move in this area without being attacked.

Treasure: Adventurers who search the altars can discover (DC 25 Perception check) a secret compartment in the southern altar. The secret compartment holds a number of small dragon statues of silver and platinum (one for each member of the PC group), each worth 60 gp. These objects have value beyond their monetary worth, as explained in the final encounter on page 80.



MIKE SCHLEY

AREA 8: SIR KEEGAN'S TOMB

Encounter Level 4 (875 XP)

Setup

PCs who make it past the skeletal legion arrive in the tomb of Sir Keegan. He was Shadowfell Keep's last commander, pledged to keep the Shadow Rift sealed.

Sir Keegan's remains lie within the coffin in the eastern portion of the room.

This encounter includes the following creature.

Sir Keegan, skeleton knight (K)

When the adventurers open the door, read:

The raised dais in this old crypt holds a single coffin. Carved on the lid of the coffin is a warrior in plate armor with a sword laid across his chest, the point toward his feet.

When the adventurers attempt to open the coffin, or start to leave without opening the coffin, read:

The heavy coffin lid explodes in a flurry of dust. A humanoid skeleton girded in plate armor rises from the cloud. It holds aloft a longsword. "The rift must never be re-opened!" it croaks. "State your business, or prepare to die!"

Sir Keegan (K) — **Level 4 Solo Brute**
Medium natural animate (undead) — XP 875

Initiative +5 **Senses** Perception +9; darkvision
HP 325; **Bloodied** 162
AC 20; **Fortitude** 22, **Reflex** 18, **Will** 20
Immune poison; **Resist** necrotic 10
Saving Throws +5
Speed 6
Action Points 2

⊕ **Longsword "Aecris"** (standard; at will) • **Weapon**
+9 vs. AC; 1d10+5 damage plus 5 necrotic damage.

Legion Attack (standard, when Keegan doesn't move more than 1 square in a round, at will)
Make two basic melee attacks.

Necromantic Burst (standard; usable while bloodied; at will)
Close burst 3; +5 vs. Fortitude; 2d6+3 necrotic damage.

Alignment Good **Languages** Common, Draconic
Skills Diplomacy +7, Insight +9

Str 16 (+5)	**Dex** 16 (+5)	**Wis** 14 (+4)
Con 17 (+5)	**Int** 10 (+2)	**Cha** 10 (+2)

Description A stout skeletal form clad in plate armor, this figure stands with a menacing presence. The armor groans as the creature moves, and the empty sockets of its skull study the area carefully.

Tactics

Sir Keegan's behavior depends entirely on how the adventurers react to him. His first statement should be a strong hint that he is not meant to be treated as an adversary. His second statement makes it clear that if the PCs don't convince him of their true intentions, Sir Keegan is prepared to attack them. Until they prove otherwise, he believes them to be tomb robbers at best and agents of evil at worst.

Talking with Keegan

The PCs can try to calm Keegan by telling him why they are here—that is, to put an end to the death cult's attempt to re-open the rift to the Shadowfell.

Sir Keegan is stubborn in his belief that the PCs either have selfish motives for being here or they are in league with the death cult. In order to change his mind, the PCs have to converse with him and, in the process of doing so, succeed on four separate DC 15 skill checks before they fail four such checks.

This negotiation might seem like a job suited to the character who has the highest Diplomacy modifier, and in fact that PC does have a significant responsibility in determining whether the characters ultimately succeed. If the players don't think to do so, designate the character with the highest Diplomacy modifier as the group's lead negotiator.

However, Sir Keegan expects to hear from every character in the course of the conversation (and he will make this clear in his dialogue if it doesn't occur to the players that they should all participate).

As you play out Sir Keegan's part in the negotiation, use his statements and questions to elicit responses from particular characters. Find out which character has the best modifier for the skills listed below and pose to him or her one or more of the following questions. When a PC gives an answer or makes a statement, that character attempts a check using the pertinent skill.

(To the lead negotiator) "I am sworn to defend this keep against interlopers. What brings you here?"

(To the one most skilled in Religion) "What deity do you serve? Can I trust that you are true to that service?"

(To the one with the best Perception modifier) "If you trust your senses not to betray you, tell me what you see before you."

(To the one most skilled in Intimidate) "You wear a fearsome demeanor. Are you really as formidable as you look?"

(To the one with the highest score in Arcana) "Unnatural forces abound in this place. Are you equipped to overcome them?"

(To the lead negotiator, after some other character fails a check) "That answer does not ring true. Why should I believe that you are all what you claim to be?"

(To the lead negotiator, after some other character succeeds on a check) "A convincing answer, or at least one convincingly given. Can you attest to the truth of your comrade's claim?"

For the sake of the story, characters are assumed to be answering truthfully at all times—but there's no guarantee that a character who answers truthfully will be believed. Each time one of these checks succeeds, Keegan becomes more convinced. Each time a check fails, he becomes more skeptical.

If the PCs succeed on four checks, Keegan believes them; refer to Keegan's Duty, below.

If the PCs fail four checks, Keegan resumes his attack and fights until he is destroyed or the PCs are dead.

Bluffing: It could occur to the players (especially if the PC group includes the rogue) that a character who's good at Bluff checks might have a better chance of scoring a success at certain points in the conversation. At your option, and as long as the players involved are in agreement, a character can attempt a Bluff check in place of some other character's skill check.

Keegan's Duty

As commander of the keep's soldiers, Sir Keegan held the responsibility of protecting the rift. In that duty he failed, and to this day, his spirit despairs over his failure.

What follows is Keegan's story in a question-and-answer format. If the PCs succeed in getting Sir Keegan to believe why they are here, encourage the players (indirectly, of course, through Sir Keegan's dialogue) to continue the conversation.

Q: Who are you?
"I am Sir Keegan. I was commander here in Shadowfell Keep. It was my charge to keep the rift sealed, lest Orcus's unholy powers once again seep into the world.

Q: What happened? Why is Shadowfell Keep ruined?
"I failed in my responsibility. I allowed the influence of the Shadow Rift and my knowledge of the crumbling empire to distract me from my sworn oath. The corruption that lies on the other side of the rift touched me and triggered disaster."

Q: What sort of disaster? What happened here?
"Orcus's vile taint soaked through the rift and into my dreams. A madness overcame me. I was possessed! In a rage, I drew my sword and slew my wife and children. From that bloody deed I moved outward, attacking my captains, one by one, killing them even as they stared in shock. I had become a murderous fiend!"

Q: Why are you down here? What happened next?
"Finally the alarm went up, and what remained of the legion banded together against me. Even in my rage, I realized I couldn't best them all, so I fled into the crypts to hide from vengeance. Only then did the madness lift. I realized what I had done and despaired. I had killed my love and broken my oath. More than that, I had done so with my sword, Aecris, an implement given to me by King Elidyr when I was knighted.

"The remnants of my legion sealed the passage and trapped me here. I selected this as a fitting place to spend eternity."

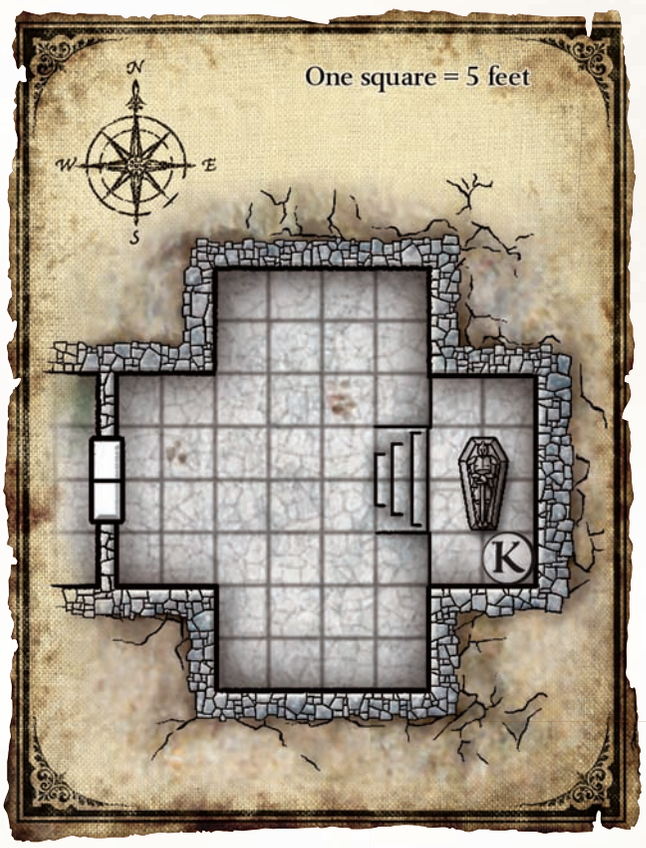
Q: What can we do to help you?
"I am past redemption. But perhaps I can grant you aid. I cannot leave this crypt, but Aecris can. Perhaps this elegant weapon, unlike me, can be redeemed. I give it to you that you might purge Shadowfell Keep of those who work to open the rift. Seek Bahamut's boon at the altars outside and perhaps he too will grant you aid."

Features of the Area

Treasure: If the PCs gain Sir Keegan's favor, he gifts them with his magic blade *Aecris* (as described in the text above). If the characters fight Sir Keegan and destroy him, he and his sword fall to pieces at the end of the combat.

Aecris: This *+1 magic longsword* (value 1,000 gp) is inlaid with platinum. It has a line of three white diamonds set into the flat of its blade and a pommel carved to resemble the head of a noble dragon. It provides its user with a +1 bonus on attack rolls and damage rolls and deals +1d6 damage on a critical hit.

In addition, it has a daily power that can be activated as a free action: When you drop an undead enemy to 0 hit points, gain one healing surge.



MIKE SCHLEY

AREA 9: THE MAZE OF CAVES

Encounter Level 2 (625 XP)

SETUP

This area is a rough, natural cavern choked with rubble, stalactites, and stalagmites.

This encounter includes the following creatures.
13 giant rats (R)
1 ochre jelly (J)

When Shadowfell Keep was first constructed, the builders uncovered this natural cave. Narrow burrows, far too small for humanoids to traverse, connect this place to the surface and to other, isolated caves throughout the area.

This chamber teems with life, most of it of no consequence to intruders: Small lizards skitter across the floor, and insects crawl among the stalactites. A few larger creatures also lurk in the darkness, ready to make a meal out of anything that comes too close.

When the adventurers enter this chamber, read:
The finely worked stairs and flagstones of the dungeon give way to a wide, natural cavern. The ceiling drips with dozens of stalactites, and the floor rises unevenly with loose rocks and stalagmites. The rocks and debris become thicker to the east and west, and both directions offer only narrow paths of unobstructed terrain.

Perception Check
DC 16 *Large rats chatter, darting in and out of the shadows.*

TACTICS

The rats and the ooze share one important trait: They are cunning predators that prefer to pick off larger prey when it's alone. Although none of the creatures in this room are intelligent, they know instinctively to avoid an obviously perilous situation.

At the start of this encounter, the rats lurk on the ceiling, climbing from one stalactite to the next to remain hidden. They attack any isolated PC, such as one who wanders more than 4 squares from the party or who loses line of sight to his allies. Before combat is joined, the rats move in loose groups of three or four, remaining spread out before rushing in (if the opportunity presents itself) to attack a lone PC from multiple directions.

Because the difficult terrain in this chamber also impedes line of sight (see the "Special Terrain" sidebar), the rats can make Stealth checks to avoid detection. They make frequent use of this skill to stay out of the sight of heavily armed individuals or large groups.

The ooze is ordinarily content to lurk in its corner and wait for prey to present itself. It is instinctively smart enough to refrain from attacking large groups, but a party of adventurers beset on all sides by rats makes a good target.

The agile rats and the amorphous ooze do not expend extra movement to traverse the difficult terrain.

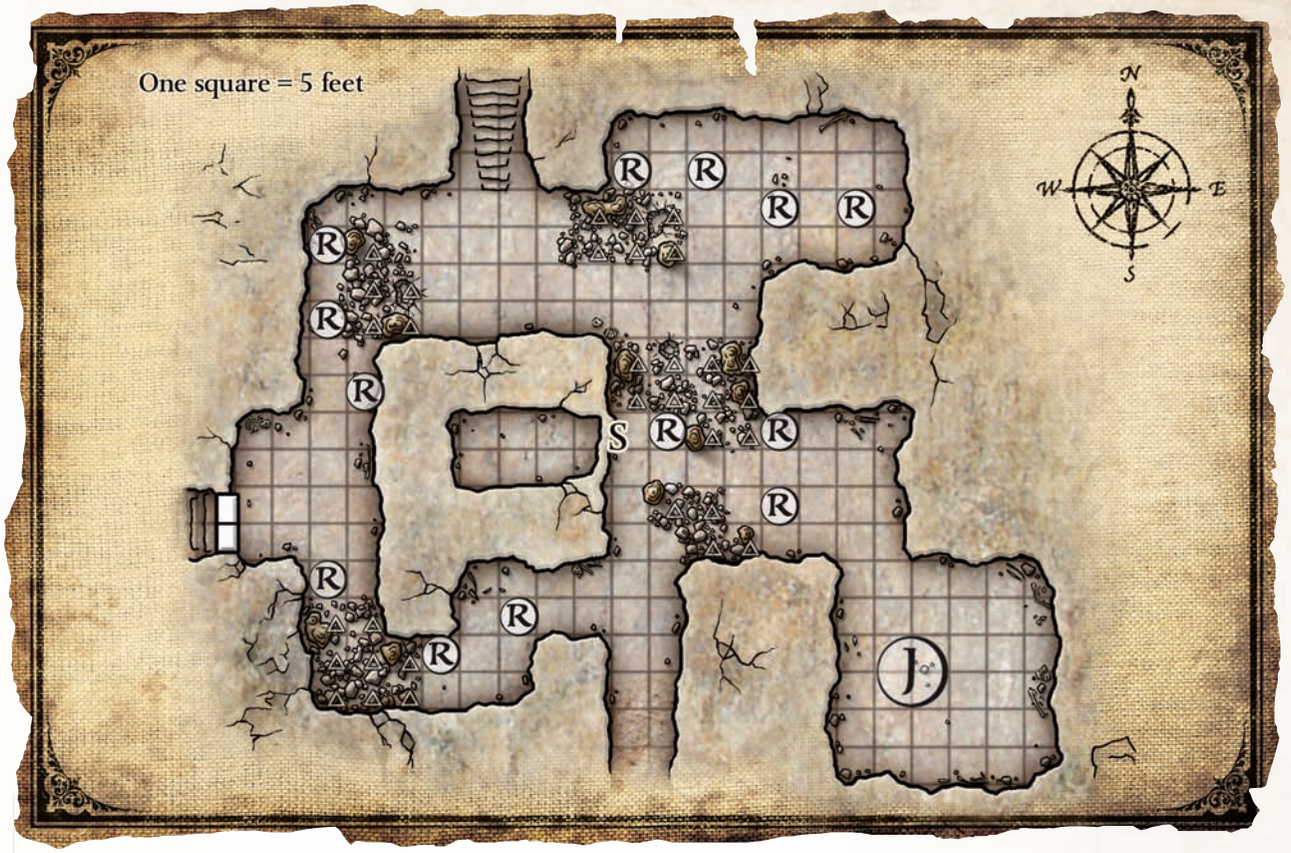
The rats and the ooze are attracted to the sound and activity of combat. Once a fight breaks out, the monsters move toward the melee.

13 Giant Rats (R) — Level 1 Minion
Small natural beast — XP 25 each

Initiative +3 **Senses** Perception +5; low-light vision
HP 1; a missed attack never damages a minion.
AC 15; **Fortitude** 13, **Reflex** 15, **Will** 12
Speed 6, climb 3
(+) **Bite** (standard; at-will)
+6 vs. AC; 3 damage.
Alignment Unaligned **Languages** –
Str 12 (+1) **Dex** 17 (+3) **Wis** 10 (+0)
Con 12 (+1) **Int** 2 (-4) **Cha** 6 (-2)
Description These oversized rats have sharp, elongated teeth. Their vicious eyes gleam with hunger and malevolence.

Ochre Jelly (J) — Level 3 Elite Brute
Large natural beast (ooze) — XP 300

Initiative +0 **Senses** Perception +2; blindsight 10, tremorsense 10
HP 102; **Bloodied** 51; see also *split* below
AC 18; **Fortitude** 16, **Reflex** 14 **Will** 14
Resist 5 acid
Saving Throws +2
Speed 4; see also flowing form below
Action Points 1
(+) **Slam** (standard; at-will) • **Acid**
+8 vs. AC; 2d6+1 damage plus ongoing 5 acid damage (save ends).
Flowing Form (move; at-will)
The ochre jelly can shift up to 4 squares.
Split (immediate reaction, when first bloodied; encounter)
The ochre jelly splits into two, each with a number of hit points equal to the ochre jelly's current hit points. Effects applied the original ochre jelly do not apply to the second one. An ochre jelly can't split if it is reduced to 0 hit points by the attack that bloodied it. Left alone, the two halves of the ochre jelly eventually recombine into a single creature (at the end of the encounter).
Alignment Unaligned **Languages** –
Str 13 (+2) **Dex** 8 (+0) **Wis** 12 (+2)
Con 11 (+1) **Int** 1 (-4) **Cha** 1 (-4)
Description This crimson colored mass of undulating jelly oozes forward with menacing intentions.



MIKE SCHLEY

Features of the Area

Illumination: Darkness.

Difficult Terrain: This chamber is cluttered with stalagmites, stalactites, and loose rocks. Several squares, indicated on the map, are difficult terrain for the PCs. Characters can press and squeeze through the jumble of stones, but the rocks do not allow an unobstructed line of sight. See the "Special Terrain" sidebar for details that apply to the difficult terrain squares in this area.

Stalactite Ceiling: The ceiling in this area is peppered with stalactites, which provide excellent hiding spots for the rats. Any rat moving on the ceiling gains superior cover against all nonadjacent opponents. Creatures that have cover can attempt a Stealth check to hide, allowing rats the chance to attack the characters from above. (See the sidebar for other information.) It takes a move action for a rat to ascend to the ceiling if it starts its turn on the ground. Once a rat is on the ceiling, it uses its climb speed rather than its base speed.

Secret Chamber: A door is constructed to appear like the natural walls of these caverns. The keep's original inhabitants used the area beyond the door to hide important individuals in the event of an attack. A PC who succeeds on a DC 20 Perception check can detect the false wall.

Of the current occupants of the dungeon, only Balgron the Fat (see page 44) knows of this place. He keeps supplies here. The stash includes a dank bedroll, two days worth of trail rations, two sunrods, and two waterskins, one filled with water, the other with ale.

Special Terrain

The difficult terrain squares in this area are unusual because of the densely packed stalactites and stalagmites.

Not only do these squares hamper movement for player characters, they provide a form of "one-way" cover and concealment that benefits the rats but not the PCs.

The rats are small enough that they can effectively hide behind the stalactites and stalagmites, giving them cover against enemies in adjacent squares. The characters don't get the same benefit because they (even the halfling) are too large to duck behind one of the rock formations.

In addition, the stalactites and stalagmites are dense enough that a square of difficult terrain that lies between a character and a rat blocks a character's line of sight to the rat—but the rat can still see the character.

To simulate the fact that the rats can appear and disappear from the characters' sight as this encounter unfolds, you might find it necessary to remove figures representing rats from the map when they're out of sight. Replace them when they attack or when they or the characters move so that the rats become visible again.

For an added layer of complexity and danger, you can rule that it's possible for a character and a rat to occupy the same square if the rat is moving along the ceiling. In such a case, a rat can attack as it drops from the ceiling into a square adjacent to its target, but it can't attack and remain on the ceiling.

AREA 10: KRUTHIK LAIR

Encounter Level 5 (1,036 XP)

Setup

An adult kruthik burrowed into this area and spawned, forming a lair. The kruthiks sometimes catch and eat goblins. In response, the goblins created small pit traps near the entrance of the area in an attempt to catch kruthiks. The kruthiks quickly learned to avoid these pits, but the traps might catch adventurers unaware.

The kruthiks have burrowed narrow tunnels through the solid walls separating different parts of the area. The kruthiks can move through these openings at full speed, but the PCs cannot move through the tunnels at all.

This encounter includes the following creatures.

1 kruthik adult (A)
3 kruthik young (Y)
6 kruthik hatchlings (H)

When the adventurers approach the open pit, read:
A 10-foot-deep pit looks as if it were once concealed by a layer of thin flagstone, which now lies crumpled and broken at the bottom, around the unmoving form of a broken, six-limbed reptile.

A DC 15 Nature check identifies the creature as a kruthik, a deadly hunter that lives in hives. This one obviously fell afoul of a camouflaged pit trap.

Perception Check
DC 15 *A nose-wrinkling, snakelike musk issues from the chamber ahead.*
DC 20 *A few 5-by-5-foot sections of the floor seem slightly elevated, as if concealing something.*

When the adventurers see the first kruthik, read:
Ahead, several creatures cluster around a small pile of loose coins and other objects. Many are small, but one is the size of a human. All resemble six-limbed reptiles with insectlike traits. Silvery chitinous plates cover their bodies and short tails, and each has four limbs that end in scythelike claws. The creatures have two smaller limbs, which have finer digits close to the body. The head is vaguely reptilian, and the lower jaw is a toothed plate flanked by serrated mandibles.

If a PC triggers a concealed pit trap, read:
The flagstone floor crumbles beneath you, dropping you into a dank pit.

Tactics

All the kruthiks begin this encounter in the chamber farthest from the entrance. When the PCs enter the lair, the hatchlings use their tremorsense to detect the characters' presence immediately. If the characters continue to advance into the long corridor along the south, the hatchlings dive into the tunnels that head west, cutting behind the PCs to block their escape.

The adult begins combat by unleashing its toxic spikes against the first character who comes within range, then moves in to use its claws against any PC it can reach.

The three kruthik young hold their positions until the adult uses its toxic spikes; then they move forward to attack, their first choice the PC who was targeted by the adult's toxic spikes.

All the kruthiks know the locat ion of the camouflaged traps and do not willingly enter those squares.

6 Kruthik Hatchlings (H) — **Level 2 Minion**
Small natural beast (reptile) — XP 31 each

Initiative +3 **Senses** Perception +0; low-light vision, tremorsense 10
Gnashing Horde aura 1; an enemy that ends its turn in the aura takes 2 damage.
HP 1; a missed attack never damages a minion.
AC 14; **Fortitude** 13, **Reflex** 15, **Will** 12
Speed 8, burrow 2 (tunneling), climb 8
(+) **Claw** (standard; at-will)
+5 vs. AC; 4 damage.
Alignment Unaligned **Languages** –
Str 13 (+1) **Dex** 16 (+3) **Wis** 10 (+0)
Con 13 (+1) **Int** 4 (-3) **Cha** 6 (-2)

3 Kruthik Young (Y) — **Level 2 Brute**
Small natural beast (reptile) — XP 125 each

Initiative +4 **Senses** Perception +1; low-light vision, tremorsense 10
Gnashing Horde aura 1; an enemy that ends its turn in the aura takes 2 damage.
HP 43; **Bloodied** 21
AC 15; **Fortitude** 13, **Reflex** 14, **Will** 11
Speed 8, burrow 2, climb 8
(+) **Claw** (standard; at-will)
+5 vs. AC; 1d8+2 damage.
Alignment Unaligned **Languages** –
Str 15 (+3) **Dex** 16 (+4) **Wis** 10 (+1)
Con 13 (+2) **Int** 4 (-2) **Cha** 6 (-1)

Kruthik Adult (A)	Level 4 Brute
Medium natural beast (reptile)	XP 175
Initiative +6	**Senses** Perception +4; low-light vision, tremorsense 10
Gnashing Horde aura 1; an enemy that ends its turn in the aura takes 2 damage.	
HP 67; **Bloodied** 33	
AC 19; **Fortitude** 16, **Reflex** 17, **Will** 14	
Speed 6, burrow 3 (tunneling), climb 6	
⨁ **Claw** (standard; at-will)	
+8 vs. AC; 1d10+3 damage.	
⤙ **Toxic Spikes** (standard; recharge 5 6) • **Poison**	
Ranged 5; the kruthik makes 2 attacks against two different targets; +7 vs. AC; 1d8+4 damage plus ongoing 5 poison damage, and the target is slowed (save ends both effects).	
Alignment Unaligned	**Languages** –
Str 17 (+5) **Dex** 18 (+6)	**Wis** 12 (+4)
Con 17 (+5) **Int** 4 (-1)	**Cha** 8 (+1)

Features of the Area

Illumination: Darkness.

Open Pit (P): This 10-foot-deep pit contains a dead kruthik young. If a PC takes 1 round to climb down and investigate, he discovers that the kruthik is lying on top of the body of a goblin. A search of the goblin, taking another round but not requiring a Perception check, reveals a few bits of treasure (see below).

Camouflaged Pit Trap (T): These hidden pits were dug by goblins trying to deal with the kruthik infestation. They covered each pit with a fragile wooden frame and then disguised it with flagstones. Any PC moving into a trap square falls into the pit, taking 1d10 damage. Each trap is hidden until triggered and functions only one time. A DC 15 Athletics check is required to climb out of the pit.

To jump over a pit, the Athletics check requires a DC 21 (for a standing jump) or a DC 11 (for a running jump).

A character actively searching for traps might discover a pit trap before it triggers with a DC 20 Perception check.

Tunnels: The kruthiks have burrowed several tunnels through this area. The tunnels are 2 feet wide; Medium and larger creatures cannot crawl through them, but a Small creature can squeeze, moving at half speed, granting combat advantage, and taking a -5 penalty on attack rolls until it returns to open space. Each time a creature squeezes, it provokes opportunity attacks from adjacent foes

Kruthiks are specially jointed to crawl through tunnels of their own devising, so Small kruthiks (such as the hatchlings and young) can move through the tunnels with no reduction of speed, and Medium kruthiks (such as the adult) can move through at half speed.



Treasure: Valuables can be found in a pile in the northeast corner of the kruthiks' room and on the goblin in the open pit.

Treasure Pile: This loose pile of loot contains 47 gp and 216 sp. A small chest among the coins contains five amethyst gems, each worth 50 gp.

Goblin Belt Pouch: This pouch contains 12 gp and two *potions of healing.*

Potion of Healing: As a minor action, drink this potion and spend a healing surge. Instead of the hit points you would normally regain, you regain 10 hit points.

Gnashing Horde

The kruthiks' gnashing horde ability is likely to surprise the characters (and their players), since they haven't encountered these creatures before. Without making things too obvious, try to communicate to the players that it's probably a bad idea for a character to end up next to a kruthik. For example, you might read or paraphrase the following bit of text the first time a character ends his or her turn next to one of these creatures:

The creature next to you becomes a frenzied blur, slashing madly. You're unable to defend yourself from this sudden, brutal attack.

MIKE SCHLEY

AREA 11: THE WATER CAVE

Encounter Level 3 (750 XP)

Setup

When the adventurers reach the doors, read:
These bronze double doors are green with age and stained blue and purple with a thick layer of fungus. Scratched into the fungus in the Common script is this message: "Stay Out. Really."

A strange creature lurks beneath the water inside this chamber. Normally quiescent, it wakes and attacks any creatures that swim out to the small island in the center of the pool or spend more than a few rounds at the pool's edge.

This encounter includes the following creature.

1 blue slime (S)

WATER CAVE HISTORY

When Shadowfell Keep was first built, the pool inside this small cave served as the castle cistern. On a normal day, several keep residents, mostly cooks and servants, visited the cave regularly.

The passage leading to the pool was open until the fateful day when two children wandered into the area and drowned when they stepped off the edge into water that was too deep for them to wade in. After their bodies were discovered and removed from the pool, the area was sealed off to prevent further accidents.

Subsequently, after Sir Keegan went mad and engaged in his killing spree, the keep was abandoned and the cistern stagnated. Over the decades since that time, creatures have used the cave as a source of water.

A few months ago, two hobgoblins came to the keep and requested an audience with Kalarel. They said they were messengers from the Bloodreavers, a group of hobgoblin slavers. Kalarel listened to their offer of payment for the captured slaves, but he dismissed it. In fact, he was so irritated that the hobgoblins had disturbed his research with such petty motives that he ordered his own hobgoblins to drown them in the cistern.

Within minutes after the messengers died, something vile crawled forth from the water. A morass of hunger without shape or mind, the form had only an insatiable appetite. The hobgoblins that brought the messengers to the cistern were quickly overcome by the amorphous creature.

After several more goblins and hobgoblins died trying to remove this pestilence from the water, Kalarel gave up. The affair disquieted him, and he prohibited any of his followers from entering the area. Although Kalarel heard nothing more of the Bloodreavers, the priest's hobgoblin allies took the offer to heart and have begun to privately sell captured travelers to the Bloodreavers.

When the adventurers open the doors, read:
Fungus-coated stairs lead down into a natural cavern. Much of the chamber is filled with a stagnant pool of brackish water. A patch of land rises from the foul water at the pool's center. On this little island, bones, spilled coins, and other small objects are visible among the carpet of fungus.

Perception Check
DC 20 *Ripples stir the calm water, as if something moves beneath its surface.*

If no character makes a successful Perception check, the slime gains a surprise round and takes that opportunity to use its stench pulse against any PC within range.

If any character makes the Perception check, the PCs can act during the first round of combat.

The slime has concealment for as long as it remains underwater.

When the blue slime surfaces and attacks, read:
The dank water suddenly disgorges a blob of blue slime. The amorphous mass pours forward, extruding long pseudopods that end in appendages of dripping goo.

Tactics

The slime's initial attack is a stench pulse that emerges from beneath the water as great popping bubbles. The creature then moves to the water's surface in its starting location and uses its slime eruption in the second round of combat.

In subsequent rounds, if the PCs remain on land and attack the slime from a distance, the slime moves to a place in the water from where it can use its slam attacks against them.

The slime attacks until slain, at which time its bloodied eruption is triggered and it sinks to the pool's bottom.

The slime does not pursue PCs onto the stairs or out of the water cave unless they continue to attack it from outside the room.

The slime's acid eats away flesh, but bone, wood, and metal remain unharmed. The creature deposits the remains from its meals on the island in the pool's center.

Blue Slime (S)	**Level 3 Solo Brute**	
Large natural beast (ooze)	XP 750	
Init +0	**Senses** Perception +7; blind; tremorsense 10	
Tremorsense Can perceive creatures and objects in contact with the ground or any other shared surface (such as the water) within 10 squares without needing to make a Perception check.		
HP 204; **Bloodied** 102		
AC 18; **Fortitude** 15, **Reflex** 17, **Will** 14		
Immune charm, fear; **Resist** acid 5		
Saving Throws +3		
Speed 5,	swim 5	
Action Points 2		
⨦ **Slam** (standard; at will)		
Reach 2; +8 vs. AC; 1d6+6 damage plus ongoing 5 acid damage (save ends).		
ǂ **Double Attack** (standard; at will)		
Make two basic melee attacks.		
Slime Eruption (standard; recharge 5 6)		
Close burst 3; +6 vs. Reflex; 1d6+6 acid damage. *Miss*: Half damage.		
Stench Pulse (standard; encounter)		
Close burst 4; +6 vs. Will; targets are dazed and weakened (save ends).		
Bloodied Eruption (immediate reaction when slime is reduced to 0 hit points)		
Blue slime uses *slime eruption* (see above) regardless if the power has recharged.		
Alignment Unaligned	**Languages** –	
Str 13 (+2)	**Dex** 8 (+0)	**Wis** 12 (+2)
Con 11 (+1)	**Int** 1 (-4)	**Cha** 1 (-4)
Description The amorphous form of this creature seems to engulf everything around it. The blue ooze of the creature's body bulges and reaches outward with fluid appendages.		

Features of the Area

Illumination: Darkness.

Water: The pool has sheer sides and is 20 feet deep. The water is calm. A DC 10 Athletics check is required to swim across to the small island. PCs who want to avoid the water can jump across by making a DC 11 Athletics check (with a running start of at least 2 squares) or a DC 21 Athletics check (without a running start).

Treasure: A pile of leavings from the slime's past victims, plus a remnant of the possessions of the messengers, is gathered on the patch of land at the pool's center This loot includes 157 sp, 33 gp, a *potion of healing*, a *shield of protection*, and a wooden message cylinder.

Potion of Healing: As a standard action, drink this potion and spend a healing surge. Instead of the hit points you would normally regain, you regain 10 hit points.

Shield of Protection: As a standard action, once per encounter, this large shield (value 680 gp) provides you and an adjacent ally with resist 5 to all damage until the end of your next turn.

Message Cylinder: Within this wooden tube are three sheets of vellum.

One sheet contains a map (see page 4) that shows the location of Shadowfell Keep.

Another contains the message: "*Remember, don't wet the nodule—unless Kalarel is not receptive to the offer. Then, wet it only from a distance, and then, turn and run. Water will bring the creature out of its dormancy, and it will consume anything it can reach.*"

The last vellum sheet holds a letter written in the same hand as the previous message.

"*Greetings, Kalarel. I have recently learned of your activity in the area and have an offer for you. During your time in this region, if you should capture any humanoids, we are eager to buy them. We have duergar allies in Thunderspire in need of slave stock. If you are interested, send an envoy back to me. My messengers will show the way.*" It is signed: "*Chief Krand of the Bloodreavers.*"

The Bloodreavers and Thunderspire refer to events to come in *H2: Thunderspire Labyrinth*, which can be run as a sequel to *H1: Keep on the Shadowfell*.



MIKE SCHLEY

INTERLUDE THREE: THE DEAD WALK

Encounter Level 4 (775 XP)

SETUP

The first time the PCs return to Winterhaven after exploring a portion of Shadowfell Keep, but before they have faced and defeated Kalarel, they discover that the priest—through the efforts of his spy Ninaran—has prepared an unpleasant challenge for them. Use the graveyard poster map when running this encounter.

This encounter includes the following creatures.

12 decrepit skeletons (S)
2 gravehound zombies (G)
Ninaran, elf archer (N)

When the PCs approach the village gates, read:
Winterhaven's gates are closed. Several figures stand with weapons drawn on the parapet above. One of the figures, Lord Padraig, waves as you approach. He calls out, "We are in peril! Several villagers have disappeared, and the dead in the cemetery have risen. We fear these creatures will emerge to assail the gates and drag us all away."

Padraig asks the adventurers to deal with the undead in the cemetery. If the PCs need to rest or obtain fresh equipment before setting out for the graveyard, he orders the gates opened long enough for the characters to get safely within the walls.

When the adventurers go to the graveyard, read:
A path from Winterhaven's gate leads through a grove to the graveyard. A fence of wrought iron bars encloses the cemetery.

When the PCs reach the graveyard, read:
Within the graveyard, the tombstones are densely packed. Three mausoleums sit amid the markers. The soil around some of the graves seems disturbed. A sickly glow pulses from somewhere near the largest of the three mausoleums.

Once the PCs reach the center of the graveyard, read:
The dead burst from the soil around you and attack!

SAFE ASSUMPTIONS?

This encounter is based on two assumptions: (1) The PCs agree to go to the graveyard and confront the undead, and (2) they do so during the daytime.

If the players derail the encounter by having their characters refuse Lord Padraig's request, play out the events any way you see fit. Perhaps the PCs stick around only long enough to replenish supplies and rest, and then they head back to the keep. In such a case, Padraig and his militia are left to deal with the threat. They do manage to beat back the undead, but only after several villagers are killed. From then on, the PCs receive a cold if not hostile reception whenever they return to Winterhaven, regardless of whether they succeed in defeating the death cult.

12 Decrepit Skeletons (S) — Level 1 Minion
Medium natural animate (undead) — XP 25 each

Initiative +3 **Senses** Perception +2; darkvision
HP 1; a missed attack never damages a minion.
AC 16; **Fortitude** 13, **Reflex** 14, **Will** 13
Immune disease, poison
Speed 6

(standard; at-will) • **Weapon**
Longsword
+6 vs. AC; 4 damage.

(standard; at-will) • **Weapon**
Shortbow
Ranged 15/30; +6 vs. AC; 4 damage.

Alignment Unaligned **Languages** –

Str 15 (+2)	**Dex** 17 (+3)	**Wis** 14 (+2)
Con 13 (+1)	**Int** 3 (-4)	**Cha** 3 (-4)

Equipment longsword, shortbow, quiver of 10 arrows

2 Gravehound Zombies (G) — Level 3 Brute
Medium natural animate (undead) — XP 150 each

Initiative +2 **Senses** Perception +1; darkvision
HP 54; **Bloodied** 27; see also *death jaws* and *zombie weakness* below
AC 14; **Fortitude** 14, **Reflex** 12, **Will** 11
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 8

(standard; at-will) • **Necrotic**
Bite
+7 vs. AC; 1d6+3 damage plus ongoing 5 necrotic damage (save ends), and the target is knocked prone if it is Medium size or smaller.

(immediate reaction, when reduced to 0 hit points) • **Necrotic**
Death Jaws
Before it dies, the gravehound makes a bite attack against a target within its reach.

Zombie Weakness
Any critical hit to the gravehound reduces it to 0 hit points instantly.

Alignment Unaligned **Languages** –

Str 16 (+4)	**Dex** 13 (+2)	**Wis** 10 (+1)
Con 14 (+3)	**Int** 1 (-4)	**Cha** 3 (-3)

Description The forms of these dogs are bloated with rotting flesh. A few bones are visible through the muscle.

TACTICS

The gravehounds and half of the skeletons converge on the nearest PCs, while Ninaran emerges from the mausoleum south of the path and begins to fire arrows. The remaining skeletons also stand back and use their bows until the PCs close in on them. Ninaran and the bow-using skeletons concentrate their fire on the PCs closest to the magic circle—especially if one of the PCs is attempting to disable the circle (see "Features of the Area" on the next page).

Ninaran, Elf Archer (N)	Level 4 Artillery
Medium fey humanoid (elf)	XP 175
Initiative +7 **Senses** Perception +12; low-light vision	
HP 44; **Bloodied** 22	
AC 17; **Fortitude** 14, **Reflex** 18, **Will** 15	
Speed 7	
(+) **Longsword** (standard; at will)	
+8 vs. AC; 1d8+3 damage.	
(+) **Longbow** (standard; at will)	
Ranged 20/40; +9 vs. AC; 1d10+5 damage.	
Archer's Mobility	
If Ninaran moves at least 4 squares from her original position, she gains a +2 bonus to ranged attack rolls until the start of her next turn.	
Elven Accuracy (free action; encounter)	
An elf can reroll an attack roll. It must use the second roll, even if it is lower.	
Wild Step An elf ignores difficult terrain when it shifts.	
Alignment Evil **Languages** Common, Draconic, Elven	
Skills Nature +12, Perception +12	
Str 13 (+3) **Dex** 20 (+7) **Wis** 16 (+5)	
Con 14 (+4) **Int** 12 (+3) **Cha** 11 (+2)	
Description This pale elf has dark hair and wears a ruthless expression. She moves with grace and agility, a deadly purpose in her keen eyes.	

Features of the Area

Illumination: Bright light.

Fence: This 10-foot-high fence requires two move actions and two DC 10 Athletics checks to climb over.

Gravestones and Trees: The gravestones provide cover to anyone standing in their space, while the trees provide cover to anyone standing adjacent to the trunks.

Magic Circle: Ninaran followed Kalarel's instructions in creating this magic circle to raise the dead. The circle pulsates with a sickly glow.

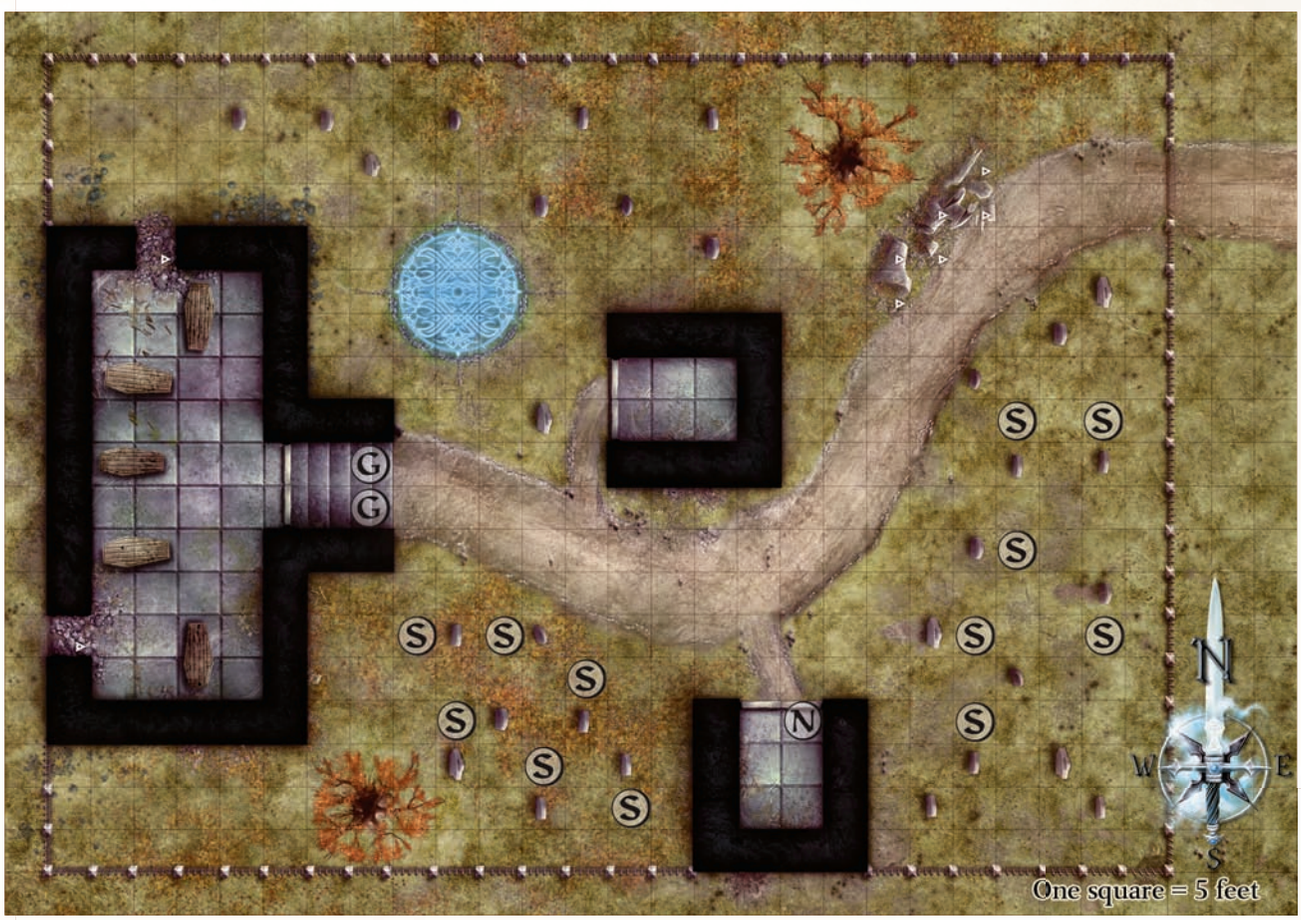
With a DC 20 Arcana or Religion check, a PC can determine that the magic circle is the reason for the animated undead, and that it can be disabled with the Arcana skill. If a PC makes three DC 15 Arcana checks before getting three failures, the circle is disabled and the animated dead fall and become mere corpses again.

Treasure: Besides Ninaran's longbow and long sword, she carries 39 gp and a small sheet of vellum. Written in delicate handwriting is the following message:

I received your report on the adventurers. Next time you see them, put an end to their meddling. Mix the blood of ten people with the elixir my messenger brings. Then trace the following pattern on the ground of a graveyard and pour the liquid into the lines. That should supply you with a force to thwart them. I'm very close to completion; see that I'm not interrupted. As you already know, if you do come to the second level of the keep, the pass phrase is "From the ground, some magic was found."

–Kalarel

The pass phrase is false. Ninaran knows the correct phrase and if captured she may be forced to reveal it: "And life fails in the dark."



JASON ENGLE

Shadowfell Keep, Level Two Overview

There are two dungeon levels below Shadowfell Keep. The second level has two distinct sections plus a few unconnected dungeon chambers.

Hobgoblin Borough

Kalarel leads a loyal troop of hobgoblins, who are deployed on the keep's lower level. Kalarel's trusted lieutenant is a hobgoblin called simply "the Warchief." The Warchief sees to it that those under his command maintain vigilance and provide security for Kalarel's project.

The hobgoblins are arrogant and cruel, and they are unlikely to flee even when facing powerful foes. On the other hand, the Warchief commands crafty hobgoblins who know to activate certain defenses to repel invaders.

Area 12: Hobgoblin Guard Room. This series of connected guard rooms allows hobgoblins to attack intruders from multiple directions. Invaders must be quick if they hope to overcome the hobgoblins here; PCs that delay must face a loosed war beast.

Area 13: Hobgoblin Barracks. These chambers include barracks, living quarters, and a common area for off-duty hobgoblins. If this area is attacked, hobgoblins employ hit and run tactics against invaders.

Area 14: Warchief's Council Room. The Warchief's council room and quarters occupy the southwest section of this area. The Warchief is canny, and he retreats to his quarters before attackers reach the council room. He spies on the invaders, lets them explore, and then leads an ambush against them.

Dungeon Chambers

Several dangerous chambers lie in the southern part of this level.

Area 15: Corridors of the Cube. The wide passages of this chamber lead only to danger, as several sarcophagi containing hostile undead wait down one path, and a ravenous gelatinous cube waits down the other.

Area 16: Trapped Chamber. This chamber is filled with large statues that are part of devious traps engineered to waylay intruders.

Area 17: Ghoul Warren. Beyond the trapped chamber lurks a pack of undead, including a ghoul. They were placed here to guard Kalarel's activities.

Area 18: Cathedral of Shadow. The Cathedral of Shadow is a fane dedicated to Orcus. Here, invaders must wade through a variety of undead creatures and an underpriest of Orcus. If intruders win out against these monsters and wish to press on toward the rift, they must descend into a pit

Area 19: The Shadow Rift. In this vast enclosure, Kalarel conducts the final steps of his unholy ritual that will unseal the rift. Undead minions guard the room, protecting Kalarel. The portal to Orcus's unholy temple in the Shadowfell stands agape, and something tries to penetrate the thin membrane dividing the worlds.

Wandering Monsters

From time to time, hobgoblin patrols sweep through various rooms of the second dungeon level. The patrols are merely a precaution, but in the aftermath of an incursion, patrols are more likely to appear.

If adventurers return to a chamber they cleared more than a day earlier, a hobgoblin patrol might be present. However, don't use a hobgoblin patrol if the players seem bored with hobgoblins. If the PCs manage to slip past the hobgoblins in Areas 13 and 14, definitely use this encounter. Use the stat blocks from Areas 12 through 14 as appropriate:

Hobgoblin Patrol (Level 4; 902 XP): A hobgoblin mercenary squad on the move, a patrol consists of the following creatures:

1 Hobgoblin warcaster (Level 3 controller)
2 hobgoblin soldiers (Level 3 soldiers)
2 hobgoblin archers (Level 3 artillery)
4 hobgoblin grunts (Level 3 minions)

General Details

Unless otherwise noted in an encounter description, the information here pertains to the features of the areas found on the second level of the dungeon.

Light Sources: Areas where hobgoblins, Kalarel, or cultists are present (Areas 12–14, 18, 19) are illuminated with torches. The rest of this level is dark.

Doors: All the doors are unlocked and made of wood banded with bronze.

Walls: The walls are smooth stone, and the floors consist of flagstones with mortar between them.

Crates and Boxes: These cluttered squares are considered difficult terrain, requiring 1 additional square of movement to enter.

Beds: Each of the beds on the second level is large enough to accommodate one hobgoblin. (The oversized bed in Area 14 belongs to the hobgoblin warchief.) A bed provides cover for someone adjacent to it. It costs 2 squares of movement to hop up on a bed. A character can make a DC 15 Strength check to tip over a bed, which can then grant superior cover.

Tables: A table or similar piece of furniture is tall enough that a Small creature can move under it and possibly gain cover from doing so. It costs 2 squares of movement to hop up on a table. A character can make a DC 10 Strength check to tip over a table, which can then grant superior cover.


N
W
E
S
SHADOWFELL KEEP
LEVEL 2
12
13
14
15
16
17
Down to
Room 18
One square = 5 feet

MIKE SCHLEY

AREA 12: HOBGOBLIN GUARD ROOM

Encounter Level 4 (965 XP)

SETUP

To enter the second level of the dungeon, PCs must pass through these hobgoblin-guarded chambers.

During this encounter, the hobgoblin grunts attempt to release the "war beast" (a deathjump spider) from its cage in the northern room. See Tactics for how to handle that situation.

This encounter includes the following creatures.

4 hobgoblin soldiers (S)
5 hobgoblin grunts (G)
1 deathjump spider (D)

When the adventurers reach the bottom of the stairs, read:

The stairs descend into a large, torch-lit chamber. Two human-sized creatures stand near the entrance. Big, pointed ears stick out from under their helmets, and sharp teeth glitter in their mouths. One of the guards yells out a challenge phrase: "Shadow seeks shadow!"

The answer the hobgoblins are looking for is, "And life fails in the dark!" If the PCs don't know the pass phrase, Bluff checks do not suffice for safe passage. If the PCs give the pass phrase discovered on Ninaran, "From the ground, some magic was found," the guards know the PCs defeated Ninaran, who carried a false phrase as a way of communicating to her master even beyond death.

If PCs give the wrong phrase, read:

The hobgoblins scream, "Intruders!" and attack.

If PCs give the false pass phrase, read:

The hobgoblin's eyes widen. One yells, "Someone tell Kalarel that Ninaran is slain!"

If PCs give the correct pass phrase, read:

The hobgoblins squint and one demands, "What business do you have with Kalarel that you know the password?"

Perception Check
DC 20 *About seventy feet behind the guards, in a smaller room to the north, a steel cage holds a spider the size of a horse.*

TACTICS

The two hobgoblin soldiers near the entrance attempt to hold the adventurers in the passage.

Meanwhile, the two grunts north of the well move toward the caged spider. On the following round, they begin to release the ties that keep the cage secure. The two grunts require 2 rounds to release the spider. If the PCs can interrupt them, they can prevent the spider from being released. If the spider is released, it attacks the PCs.

The other hobgoblin soldiers and grunts noted on the map converge on the PCs, attempting to prevent them from interfering with the release of the spider. If a PC moves adjacent to the well, a hobgoblin attempts to bull-rush the character into it.

4 Hobgoblin Soldiers (S) — Level 3 Soldier
Medium natural humanoid (goblin) — XP 150 each

Initiative +7 **Senses** Perception +3; low-light vision
HP 47; **Bloodied** 23
AC 20 (22 with *phalanx soldier*); **Fortitude** 18, **Reflex** 16, **Will** 16
Speed 5

⊕ **Flail** (standard; at-will) • **Weapon**
+7 vs. AC; 2d6+4 damage, the target is slowed until the end of the hobgoblin soldier's next turn, and the target is marked until the end of the hobgoblin warrior's next turn.

↓ **Formation Strike** (standard; at-will) • **Weapon**
+7 vs. AC; 2d6+4, and the hobgoblin soldier may shift 1 square provided it ends in a space adjacent to another hobgoblin.

Hobgoblin Resilience (immediate reaction, when the hobgoblin soldier suffers an effect that allows a save; encounter)
The hobgoblin soldier can make an immediate saving throw against the triggering effect.

Phalanx Soldier
A hobgoblin soldier gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +12, Stealth +10

Str 19 (+5)	**Dex** 14 (+3)	**Wis** 14 (+3)
Con 15 (+3)	**Int** 11 (+1)	**Cha** 10 (+1)

Description These goblinoid creatures stand over 6 feet in height and strong and eager for battle.
Equipment scale armor, heavy sheild, flail

5 Hobgoblin Grunts (G) — Level 3 Minion
Medium natural humanoid (goblin) — XP 38

Initiative +4 **Senses** Perception +1; low-light vision
HP 1; a missed attack never damages a minion.
AC 17 (19 with *phalanx soldier*); **Fortitude** 15, **Reflex** 13, **Will** 12
Speed 5

⊕ **Longsword** (standard; at-will) • **Weapon**
+6 vs. AC; 5 damage.

Phalanx Soldier
The hobgoblin grunt gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +6, Stealth +9

Str 18 (+4)	**Dex** 14 (+2)	**Wis** 13 (+1)
Con 15 (+2)	**Int** 10 (+0)	**Cha** 9 (-1)

Equipment leather armor, light shield, longsword

Deathjump Spider (D) Level 4 Skirmisher
Medium natural beast (spider) XP 175

Initiative +8 **Senses** Perception +9; tremorsense 5
HP 55; **Bloodied** 27
AC 20; **Fortitude** 17, **Reflex** 18, **Will** 16
Resist 5 poison
Speed 6, climb 6 (spider climb)

⨺ **Bite** (standard; at-will) • **Poison**
+6 vs. AC; 2d6+3 damage plus ongoing 5 poison damage, and the target is slowed (save ends both effects).

↓ **Death from Above** (standard; at-will) • **Poison**
The deathjump spider leaps at its prey, shifting up to 6 squares and making a bite attack. On a hit, it deals +1d6 damage and also knocks the target prone.

Prodigious Leap (move; encounter)
The deathjump spider shifts up to 10 squares.

Alignment Unaligned **Languages** –
Skills Athletics +14, Stealth +11
Str 17 (+5) **Dex** 18 (+6) **Wis** 14 (+4)
Con 15 (+4) **Int** 1 (-3) **Cha** 8 (+1)

Description This monstrous spider has a heavy coating of bristles patterned in stripes of gray and black. It is the size of a horse and has large fangs that drip with venom.

Features of the Area

Illumination: Bright light.

Wells: These open-sided pits descend 30 feet to cold water, which is 5 feet deep. A bucket on a twine cord hangs just under the lip. A fall deals 3d10 damage. Climbing the walls requires a DC 20 Athletics check. Climbing the rope requires a DC 10 Athletics check. A creature climbing up the walls moves at half speed and needs a successful climb check for each move it makes.

If a power or bull rush forces a creature over the well's area, it can immediately attempt a saving throw to avoid going over the edge. This works just like a normal saving throw, except the creature makes it as soon as it reaches the edge and not at the end of its turn. On a result lower than 10, the creature goes over the edge and falls. On a result of 10 or higher, the creature falls prone in the last square it occupied before it would have fallen.

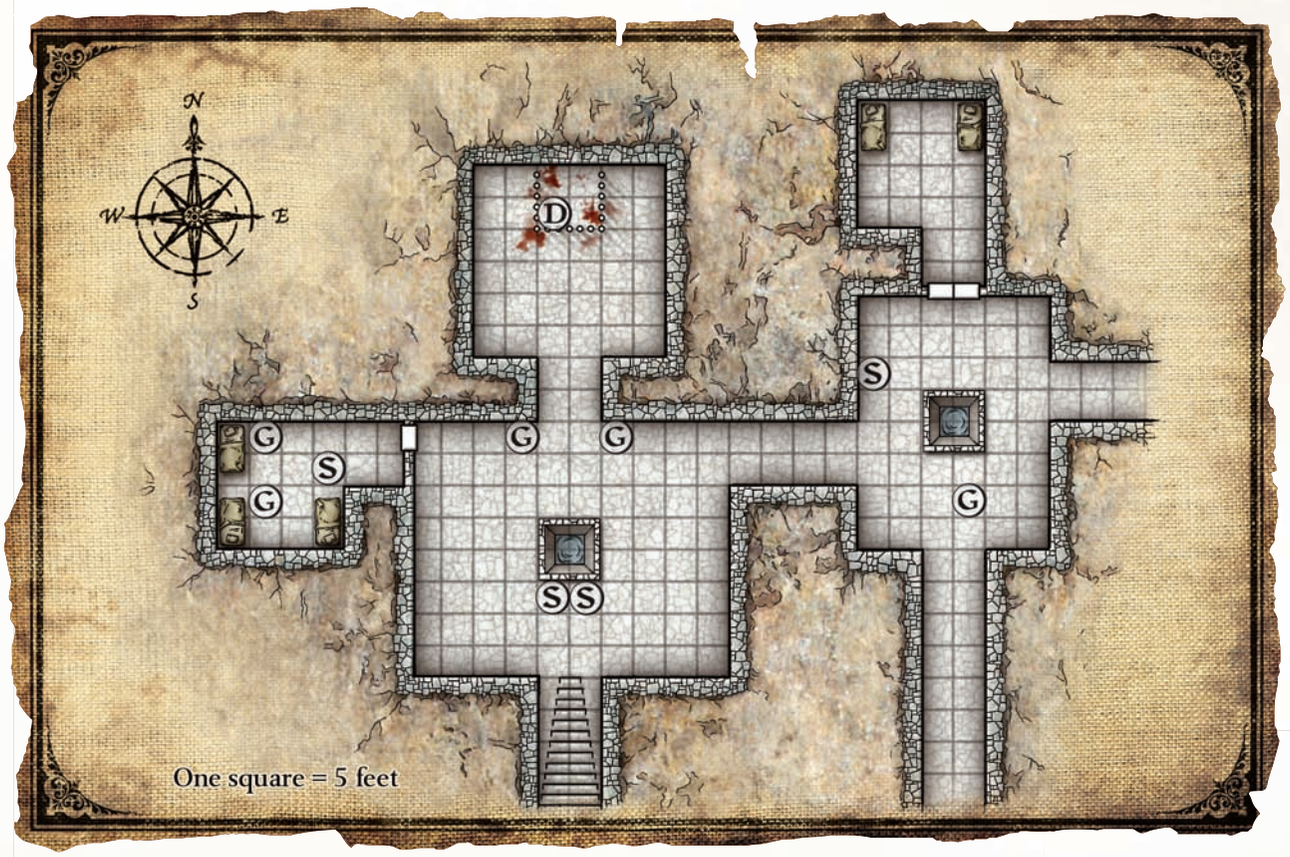
Bull Rush: To attempt a bull rush, make a Strength vs. Fortitude attack. If the attack succeeds, push the target 1 square and move into the vacated square.

Treasure: A search of the area yields 10 gp and 27 sp on the hobgoblins and among their possessions.

Level Up

Depending on how your player characters have been progressing through this adventure and whether or not they skipped any encounters, they may have achieved 2,250 XP by this point and are ready to level up. Let them level up when they take an extended rest. The back side of their character sheets explain what they get to improve upon attaining 3rd level.

If they haven't quite reached 3rd level, they are probably close at this point in the adventure.



MIKE SCHLEY

AREA 13: HOBGOBLIN BARRACKS

Encounter Level 3 (790 XP)

SETUP

If the adventurers investigate these chambers, they first discover only a single hobgoblin soldier in the storeroom. This soldier left a dice game to investigate what he thought might be the sound of fighting. He is watching the door, and if it opens he calls out in alarm.

Besides the initial soldier, three hobgoblin grunts are in the room to the north of the entry chamber. Two additional grunts are in the common room to the east, as well as a hobgoblin warcaster, a hobgoblin archer, and another soldier.

This encounter includes the following creatures.

1 hobgoblin warcaster (W)
2 hobgoblin soldiers (S)
1 hobgoblin archer (A)
5 hobgoblin grunts (G)

When the adventurers open the door, read:

A short hall opens into a wider, torch-lit chamber. A figure peeks around the corner, looking down the hall. The figure is human-sized, with big pointed ears emerging from under its helmet. He screams out, "We're under attack!" and ducks out of sight to the east.

TACTICS

The soldier that raises the alarm attempts to retreat through the door to the east and close it behind him (requiring a minor action).

The hobgoblins try to draw the PCs into the eastern chamber, where the archer stands against the wall and fires arrows at advancing intruders while the soldiers and warcaster move forward to keep the PCs busy.

The warcaster stands between two soldiers so it can employ line and blast attacks without hurting its allies. All the grunts try to circle behind advancing PCs to cut off their escape.

If PCs head in the opposite direction around the barracks, the hobgoblins set up to receive their attack from the north instead of the west.

If the PCs simply ignore the hobgoblins and move on, the creatures wait for 5 minutes and then follow the PCs, attacking the adventurers in the middle of another encounter when they are unprepared to deal with more enemies.

FEATURES OF THE AREA

Illumination: Bright light.

Crates and Boxes: This trove of supplies can feed a warren of goblins and hobgoblins for several months. Half-rotted salted fish, jerky (best not to ask of what), cheese, grain, smelly tubers, water, and more can be found here. The food is barely edible and the water has a strong aftertaste.

A DC 15 Perception check uncovers three untapped casks of beer.

Beds: These have simple wooden frames with flea-ridden straw mattresses.

Tables: Stained, scored, and laden with the remains of past meals, the tables primarily serve as surfaces on which to throw bone dice.

Treasure: Searching the area yields 20 gp and 34 sp.

Hobgoblin Archer (A) — Level 3 Artillery
Medium natural humanoid (goblin) — XP 150

Initiative +7 **Senses** Perception +8; low-light vision
HP 39; **Bloodied** 19
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 13
Speed 6

⨁ **Longsword** (standard; at-will) • **Weapon**
+6 vs. AC; 1d8+2 damage.

➶ **Longbow** (standard; at-will) • **Weapon**
Ranged 20/40; +9 vs. AC; 1d10+4 damage, and the hobgoblin archer grants an ally within 5 squares of it a +2 bonus to its next ranged attack roll against the same target.

Hobgoblin Resilience (immediate reaction, when the hobgoblin archer suffers an effect that allows a save; encounter)
The hobgoblin archer can make an immediate saving throw against the triggering effect.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +6, Stealth +12

Str 14 (+3)	**Dex** 19 (+5)	**Wis** 14 (+3)
Con 15 (+3)	**Int** 11 (+1)	**Cha** 10 (+1)

Equipment leather armor, longsword, longbow, 30 arrows

5 Hobgoblin Grunts (G) — Level 3 Minion
Medium natural humanoid (goblin) — XP 38 each

Initiative +4 **Senses** Perception +1; low-light vision
HP 1; a missed attack never damages a minion.
AC 17 (19 with *phalanx soldier*); **Fortitude** 15, **Reflex** 13, **Will** 12
Speed 5

⨁ **Longsword** (standard; at-will) • **Weapon**
+6 vs. AC; 5 damage.

Phalanx Soldier
The hobgoblin grunt gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +6, Stealth +9

Str 18 (+4)	**Dex** 14 (+2)	**Wis** 13 (+1)
Con 15 (+2)	**Int** 10 (+0)	**Cha** 9 (-1)

Equipment leather armor, light shield, longsword

2 Hobgoblin Soldiers (S)
Level 3 Soldier
Medium natural humanoid (goblin) — XP 150 each

Initiative +7 **Senses** Perception +3; low-light vision
HP 47; **Bloodied** 23
AC 20 (22 with *phalanx soldier*); **Fortitude** 18, **Reflex** 16, **Will** 16
Speed 5

⨺ **Flail** (standard; at-will) • **Weapon**
+7 vs. AC; 2d6+4 damage, the target is slowed until the end of the hobgoblin soldier's next turn, and the target is marked until the end of the hobgoblin warrior's next turn.

ϟ **Formation Strike** (standard; at-will) • **Weapon**
+7 vs. AC; 2d6+4, and the hobgoblin soldier may shift 1 square provided it ends in a space adjacent to another hobgoblin.

Hobgoblin Resilience (immediate reaction, when the hobgoblin soldier suffers an effect that allows a save; encounter)
The hobgoblin soldier can make an immediate saving throw against the triggering effect.

Phalanx Soldier
A hobgoblin soldier gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +12, Stealth +10
Str 19 (+5) **Dex** 14 (+3) **Wis** 14 (+3)
Con 15 (+3) **Int** 11 (+1) **Cha** 10 (+1)
Equipment scale armor, heavy sheild, flail

Hobgoblin Warcaster (W)
Level 3 Controller
Medium natural humanoid (goblin) — XP 150

Initiative +5 **Senses** Perception +4; low-light vision
HP 46; **Bloodied** 23
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 14
Speed 6

⨺ **Staff** (standard; at-will) • **Weapon**
+8 vs. AC; 1d8+1 damage.

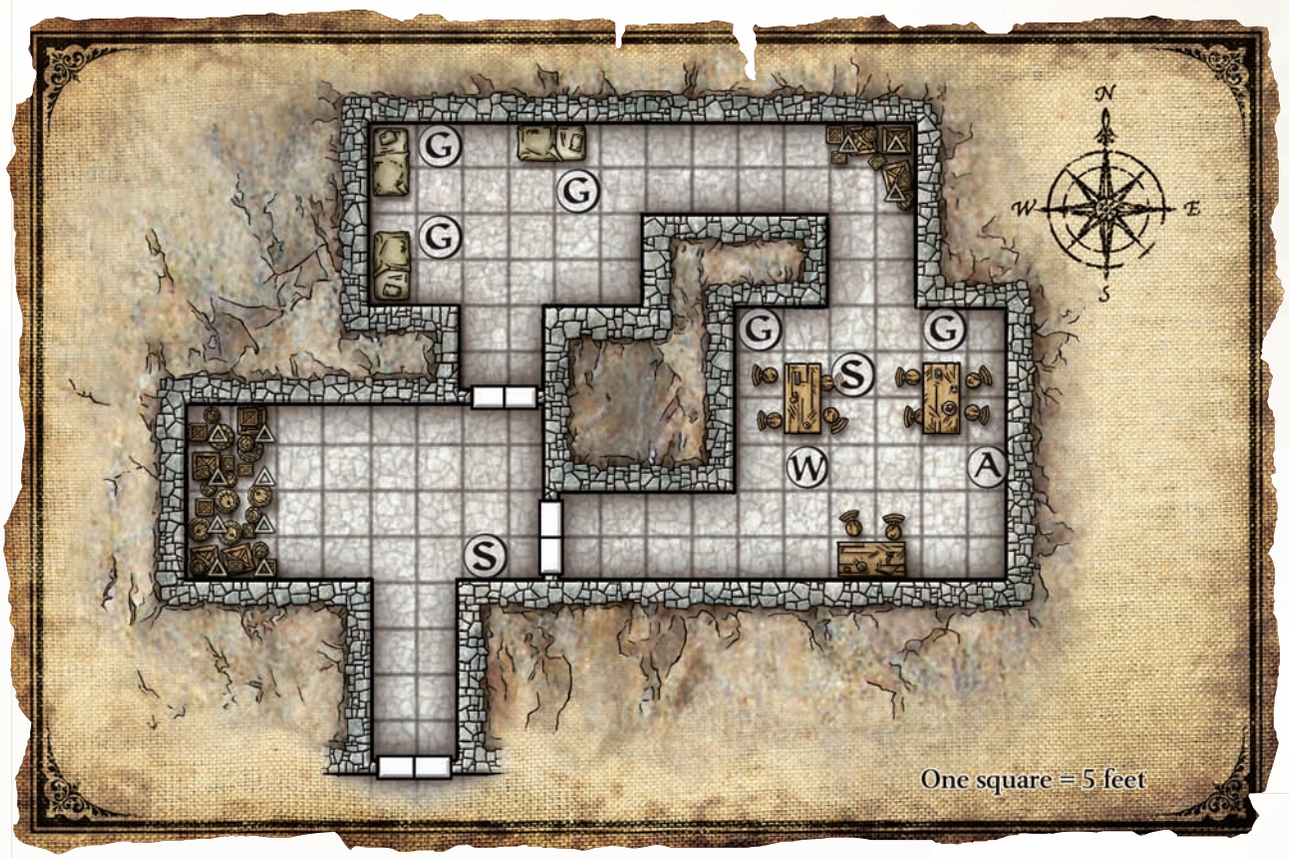
ϟ **Shock Staff** (standard; recharge 4 5 6) • **Lightning, Weapon**
+8 vs. AC; 2d10+4 lightning damage, and the target is dazed until the end of the hobgoblin warcaster's next turn.

ϒ **Force Lure** (standard; recharge 5 6) • Force
Ranged 5; +7 vs. Fortitude; 2d6+4 force damage, and the target slides up to 3 squares.

ϕ **Force Pulse** (standard; recharge 6) • Force
Close blast 5; +7 vs. Reflex; 2d8+4 force damage, and the target is pushed 1 square and knocked prone. Miss: Half damage, and the target is neither pushed nor knocked prone.

Hobgoblin Resilience (immediate reaction, when the hobgoblin warcaster suffers an effect that allows a save; encounter)
The hobgoblin warcaster can make an immediate saving throw against the triggering effect.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +7, Stealth +10
Str 13 (+2) **Dex** 14 (+3) **Wis** 16 (+4)
Con 14 (+3) **Int** 19 (+5) **Cha** 13 (+3)
Equipment robes, staff



MIKE SCHLEY

AREA 14: WARCHIEF'S COUNCIL ROOM

Encounter Level 3 (802 XP)

SETUP

This area includes the Warchief's council room and private quarters. The trap (T) noted on the map is an alarm panel. Anyone who steps into these squares triggers the release of a portcullis 5 feet south of the trap that prevents further access to the area. See Features of the Area for more information.

This encounter includes the following creatures.

1 hobgoblin Warchief (W)
3 hobgoblin soldiers (S)
4 hobgoblin grunts (G)

Perception Check
DC 25 *A flagstone in the floor appears misaligned from the others around it.*

If the PCs trigger the trap, read:
A flagstone beneath your feet shifts. Ahead, an iron portcullis slams down, sealing the passageway ahead.

With the dropping of the portcullis, a silent alarm goes off in the two bedchambers connected to the council room.

When the PCs can see the council room, read:
A massive oaken table dominates the room. The table is scarred with burns and dagger cuts. Several mugs and crumbled parchments lie scattered across the table's surface.

The closed doors of each bedchamber contain a spy hole that allows those within to observe intruders before emerging.

The Warchief waits in the southern bedchamber with four grunts, while three soldiers wait in the eastern bedchamber. The Warchief is taller and more muscular than any of the other hobgoblins in the complex. He carries himself with authority, glaring at all others as though they are lesser creatures.

If the alarm sounds, they watch to see if intruders enter the area, give them a moment to explore, then leap forth in ambush. The grunts emerge ahead of the Warchief, forming a protective phalanx for the hobgoblin commander.

If the Warchief launches an ambush, read:
The two doors in the chamber slam open. A tall hobgoblin follows four grunts out of the southern chamber, while three others emerge from the door to the east. The tall hobgoblin calls to the others in Common, "Don't kill 'em. We can sell 'em to the Bloodreavers as slaves."

4 Hobgoblin Grunts (G) — Level 3 Minion
Medium natural humanoid (goblin) — XP 38 each

Initiative +4 **Senses** Perception +1; low-light vision
HP 1; a missed attack never damages a minion.
AC 17 (19 with *phalanx soldier*); **Fortitude** 15, **Reflex** 13, **Will** 12
Speed 5

⨺ **Longsword** (standard; at-will) • **Weapon**
+6 vs. AC; 5 damage.

Phalanx Soldier
The hobgoblin grunt gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +6, Stealth +9

Str 18 (+4)	**Dex** 14 (+2)	**Wis** 13 (+1)
Con 15 (+2)	**Int** 10 (+0)	**Cha** 9 (-1)

Equipment leather armor, light shield, longsword

3 Hobgoblin Soldiers (S) — Level 3 Soldier
Medium natural humanoid (goblin) — XP 150 each

Initiative +7 **Senses** Perception +3; low-light vision
HP 47; **Bloodied** 23
AC 20 (22 with *phalanx soldier*); **Fortitude** 18, **Reflex** 16, **Will** 16
Speed 5

⨺ **Flail** (standard; at-will) • **Weapon**
+7 vs. AC; 2d6+4 damage, the target is slowed until the end of the hobgoblin soldier's next turn, and the target is marked until the end of the hobgoblin warrior's next turn.

↓ **Formation Strike** (standard; at-will) • **Weapon**
+7 vs. AC; 2d6+4, and the hobgoblin soldier may shift 1 square provided it ends in a space adjacent to another hobgoblin.

Hobgoblin Resilience (immediate reaction, when the hobgoblin soldier suffers an effect that allows a save; encounter)
The hobgoblin soldier can make an immediate saving throw against the triggering effect.

Phalanx Soldier
A hobgoblin soldier gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +12, Stealth +10

Str 19 (+5)	**Dex** 14 (+3)	**Wis** 14 (+3)
Con 15 (+3)	**Int** 11 (+1)	**Cha** 10 (+1)

Equipment scale armor, heavy sheild, flail

Hobgoblin Warchief (W) **Level 5 Soldier**
Medium natural humanoid (goblin) XP 200

Initiative +8 **Senses** Perception +5; low-light vision
HP 64; **Bloodied** 32
AC 22 (24 with *phalanx soldier*); **Fortitude** 21, **Reflex** 18, **Will** 19
Speed 5

⨺ **Spear** (standard; at-will) • **Weapon**
+12 vs. AC; 1d8+5 damage; see also lead from the front below. If the hobgoblin commander hits with an opportunity attack, it can shift 1 square.

✧ **Tactical Deployment** (minor; recharge 5 6)
Close burst 5; allies in the burst can shift up to 3 squares.

Lead from the Front
Whenever the hobgoblin commander's melee attack hits an enemy, allies gain a +2 bonus to attack rolls and damage against that enemy until end of the hobgoblin commander's next turn.

Hobgoblin Resilience (immediate reaction, when the commander suffers an effect that allows a save; encounter)
The hobgoblin commander can make an immediate saving throw against the triggering effect.

Phalanx Soldier
A hobgoblin commander gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +14, Intimidate +7, Stealth +11
Str 20 (+7) **Dex** 14 (+4) **Wis** 16 (+5)
Con 16 (+5) **Int** 12 (+3) **Cha** 10 (+2)
Equipment scale armor, heavy sheild, spear

Features of the Area

Illumination: Dim Light

Crates and Boxes: These containers hold slightly more palatable fare than the crates in the hobgoblin barracks. A DC 15 Perception check allows a PC to uncover a wooden create containing four corked bottles of fine red wine (value 5 gp each).

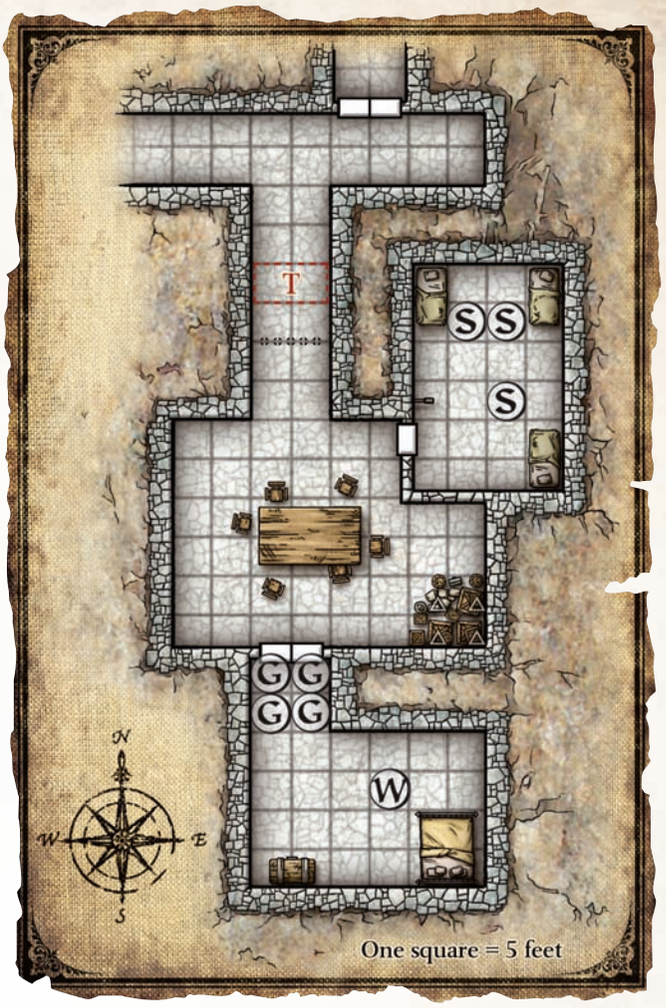
Beds: These have simple wooden frames with flea-ridden straw mattresses. The bed in the Warchief's room has a mattress stuffed with down.

Table: This scarred table is where the Warchief fantasizes about the army he hopes to one day command. The crumpled papers found on the table are crude plans depicting an attack on Winterhaven involving twenty hobgoblins and several hundred undead.

Portcullis: PCs can bypass the lowered portcullis from the north by attempting to break the bars. A PC can do so with a DC 20 Strength check. Up to two additional PCs can help, each adding +2 to the first's score if they achieve a Strength check result of 10 or higher.

Treasure: The Warchief's room contains 380 gp and a magic short sword.

+1 vicious short sword: This short sword (value 520 gp) provides its user with a +1 enhancement bonus on attack rolls and damage rolls. In addition, it deals +1d12 damage on a critical hit.



Tactics

Hobgoblins attempt to gain a round of surprise by launching an ambush at unsuspecting PCs.

Regardless of whether surprise can be achieved, the Warchief leads the attack. Once combat begins, the Warchief and his soldiers concentrate on one or two PCs, attempting to eliminate them before moving on to the next target. They would like to capture the PCs and sell them as slaves to a hobgoblin band known as the Bloodreavers, but they will use lethal force if necessary.

MIKE SCHLEY

AREA 15: CORRIDORS OF THE CUBE

Encounter Level 3 (750 XP)

Setup

PCs who investigate this area soon learn why hobgoblins avoid this place.

The eastern section of this area contains two alcoves, the first of which holds a ravenous gelatinous cube. The second alcove is empty except for a small, impassable crack through which the cube oozed into the area.

This encounter includes the following creatures.

2 corruption corpses (C)
1 gelatinous cube (G)

When the PCs approach the double doors, read:
A board has been nailed across these doors. Scrawled on the door in the Common script is the word "Closed."

The PCs can pry open the doors with a DC 20 Strength check.

When the adventurers enter this area, read:
The doors open to reveal a short, 10-foot-wide corridor that splits left and right. The floor is remarkably clean and dust free.

The alcove where the gelatinous cube hides is close enough to the entry corridor that the creature can detect the approach of the PCs with its tremorsense. If the PCs head west, the cube follows and cuts off escape. If the PCs venture east, it emerges from the alcove and tries to separate its potential prey into two groups.

The gelatinous cube might gain a surprise round if the PCs fail to perceive it. Roll initiative when the PCs become aware of the creature.

Perception Check
DC 20 *Within this 10-foot-by-10-foot alcove is a mass of translucent slime.*

Four stone sarcophagi are located in the southwestern portion of this area, lining the western wall. Two sarcophagi contain corruption corpses.

The chamber in the southeast is empty except for a small treasure chest. The door is locked (DC 25 Thievery check or DC 20 Strength check to open). The undead burst out if the door room is opened. The sarcophagi are difficult to open from the outside, requiring a DC 25 Strength check. If PCs do manage to open one, the occupant immediately attacks.

When the PCs open the door to the room, read:
As the door swings open, the sound of two loud bangs comes from behind you.

Tactics

The cube and the undead inadvertently work to catch intruders between them. The cube advances toward the PCs slowly, but its size makes it impossible to bypass the creature while it remains in the corridors. Both undead and cube pursue the PCs anywhere within this area. The undead do not leave the area, but the cube might leave in pursuit of prey; its amorphous nature allows it to squeeze through doorways without being slowed. If the cube has a choice between attacking a PC and an undead, the cube doesn't differentiate between its potential victims, attacking the closest.

Gelatinous Cube (C) — **Level 5 Elite Brute**
Large natural beast (ooze) — XP 400

Initiative +4 **Senses** Perception +3; tremorsense 5
HP 152; **Bloodied** 76
AC 18; **Fortitude** 18, **Reflex** 16, **Will** 15
Resist 10 acid
Saving Throws +2
Speed 3
Action Points 1

⊕ **Slam** (standard; at-will) • **Paralysis**
+10 vs. Fortitude; 1d6+2 damage, and the target is immobilized (save ends).

ǂ **Double Attack** (standard; at-will) • **Paralysis**
The gelatinous cube makes a slam attack against two different targets.

Engulf (standard; at-will) • **Acid**
The gelatinous cube can move up to 3 squares, entering enemies' spaces. When it enters a creature's space, it makes an attack against that creature; +8 vs. Reflex (automatically hits an immobilized creature); the target is engulfed on a hit. An engulfed creature is pulled into the gelatinous cube's space and grabbed (until escape). It takes ongoing 10 acid damage and is dazed until it escapes.

Translucent
A gelatinous cube is invisible until seen (Perception DC 25) or until it attacks. Creatures that fail to notice the gelatinous cube may walk into it, automatically becoming engulfed (see engulf above).

Alignment Unaligned **Languages** –
Skills Stealth +9

Str 14 (+4)	**Dex** 14 (+4)	**Wis** 13 (+3)
Con 16 (+5)	**Int** 1 (-3)	**Cha** 1 (-3)

Description This creature looks like a glistening, almost invisible membrane filling a corridor or small chamber. On close examination, a faint cloudiness seems to hover in the air behind the membrane; this is the substance of the gelatinous cube. Tiny bits of undigested matter lie suspended in the creature's quivering bulk.

2 Corruption Corpses (C) **Level 4 Artillery**
Medium natural animate (undead) XP 175 each

Initiative +3 **Senses** Perception +3; darkvision
Grave Stench aura 1; enemies in the aura take a -5 penalty to attack rolls.
HP 46; **Bloodied** 23; see also *zombie weakness* below
Regeneration 5 (if the corruption corpse takes radiant damage, its regeneration doesn't function on its next turn)
AC 17; **Fortitude** 16, **Reflex** 14, **Will** 14
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4

⊕ **Slam** (standard; at-will)
+8 vs. AC; 1d6+3 damage.

Mote of Corruption (standard; at-will) • **Necrotic**
Range 10; the corruption corpse hurls a black glob of necrotic filth; +7 vs. Reflex; 2d6+3 necrotic damage, and the target is weakened (save ends).

Death Burst (immediate reaction, when reduced to 0 hit points) • **Necrotic**
Close burst 1; the corruption corpse explodes when destroyed; +7 vs. Fortitude; 2d6+3 necrotic damage.

Zombie Weakness
Any critical hit to the corruption corpse reduces it to 0 hit points instantly.

Alignment Unaligned **Languages** –
Str 16 (+5) **Dex** 13 (+3) **Wis** 12 (+3)
Con 16 (+5) **Int** 4 (-1) **Cha** 3 (-2)

Description Strands of flesh and gobs of filth fall away from this humanoid zombie, only to be replaced by more. It stands in a pool of rot, poised to hurl a mass of its own body.

Features of the Area

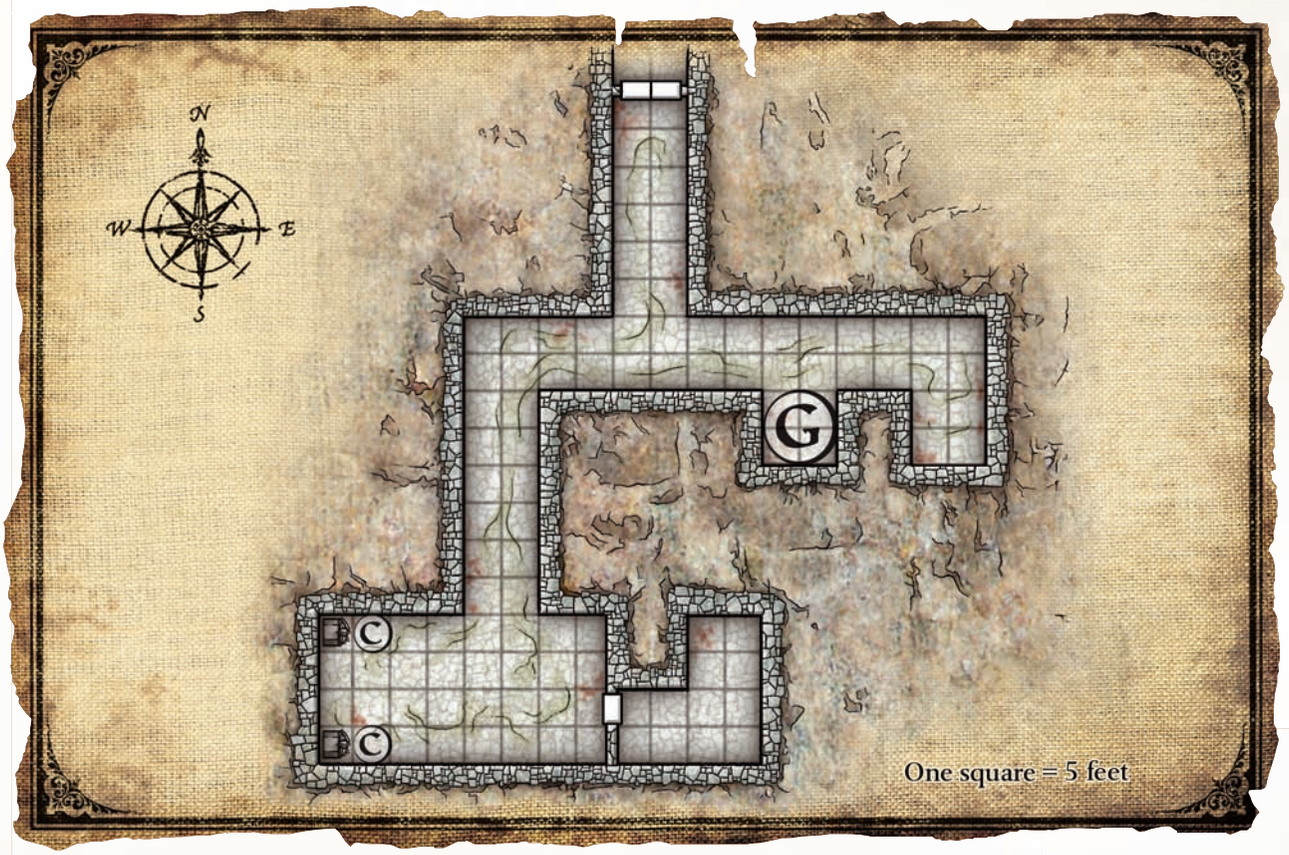
Illumination: Darkness.

Sarcophagi: These massive stone coffins bear little ornamentation. Each is sealed and requires a DC 25 Strength check to pry open. Alternatively, each sarcophagus has 100 hit points, AC 18, Defenses 16, and Resist all 5.

Treasure: The chest inside the southeastern room contains various belongings of Sir Keegan's children. The chest is of nominal value and is not locked, but it does bear the image of a dragon. A PC can identify the dragon as Bahamut with a DC 10 Religion check.

Amid the stale, moldering clothes of a young boy and young girl is a small gold medallion (worth 250 gp) with the name "Drystan Keegan" etched into it and a thin platinum bracelet (worth 200 gp) with the name "Ceinwein Keegan" etched into it. Also among the items is a wooden toy sword, a child's doll, a hairbrush with a mother-of-pearl handle (5 gp), and a second amulet (described below).

***Safewing Amulet* +1:** This amulet (value 680 gp) grants a +1 enhancement bonus to Fortitude, Reflex, and Will defense. The amulet's wearer falls slowly, lands on his feet after a fall, and reduces the amount of damage dealt by a fall by 10 feet.



MIKE SCHLEY

AREA 16: CHAMBER OF STATUES

Encounter Level 2 (650 XP)

Setup

This chamber is one large death trap consisting of four separate hazards. An individual of Evil alignment or in the company of Kalarel can pass through this chamber without peril. Anyone else who enters must cope with the traps.

This chamber is dark. Do not describe any of the details to the players unless the characters are using a light source.

When the adventurers enter this chamber, read:
The room looks vaguely like a memorial. Dominating the western part of the room, a towering statue of a warrior in plate armor holds an outstretched sword. Across from the warrior, in the corners of the eastern wall, sit two statues of crouching dragons. To the south, an entryway leads to a set of double doors. In the entryway stand four more statues of small, cherubic figures holding vases above their heads.

Perception Check
DC 25 *The dust around the statues seems slightly disturbed.*

Tactics

When a trap activates, the door to the north closes and locks (DC 25 Theivery check to open). The activating trap gains a surprise round; at that point, roll for initiative.

The titan trap slams characters with its sword, delivering damage to any characters in a wide area and knocking them prone. The dragon statues blast energy that not only harms characters but drives them back within the titan trap's reach.

A character who triggers the whirlpool trap must destroy two of the cherubs to deactivate the magic walls and stop the flow of water. The statues can be attacked from outside or inside the cage. Anyone in the trap or directly in front of it when the arcane cage is destroyed is pushed 3 squares by the rushing water (into the range of the Titan Statue).

Although PCs need not destroy the titan statue and dragon statues to proceed forward, they must eliminate two of the cherub statues to deactivate the arcane cage and gain access to the southern doors. Attacking the cherub statues draws immediate ranged attacks from the dragon statues. All traps cease their attacks after 5 minutes, and the northern door unlocks. Characters entering from the south might again trigger the traps as they leave if they did not destroy them earlier.

Traps

Traps can be as deadly as any monsters. There are three traps in this chamber.

When any trap activates, read:
The doors to the north crash shut, followed by the sound of large, heavy bolts sliding into place.

Titan Statue

The massive statue to the west activates when any character comes within 3 squares of it. When this happens, it swings its sword across the area.

When the titan statue activates, read:
Suddenly, the sword-wielding statue swings its weapon in a deadly arc.

Titan Statue — **Level 4 Hazard**

Initiative +4
HP 50; **Bloodied** – (never bloodied)
AC 17; **Fortitude** –, **Reflex** 16, **Will** –
Speed –

↓ **Sweeping Blow** (standard; at will)
Close burst 3; +11 vs. AC against all non-Evil creatures in burst; 1d6+6 damage, and the target is knocked prone.

Athletics A character can leap onto the statue from an adjacent square to avoid attacks by making a DC 15 check. Two characters can stand on the titan statue at the same time.

Perception DC 25 check to find access panel.

Thievery Four successful DC 20 checks before two failures to disable the trap.

Dragon Statues

The dragon statues belch magical energy when anyone comes within 5 squares of one of them.

2 Dragon Statues — **Level 3 Hazard**

Initiative +3
HP 42 each **Bloodied** – (never bloodied)
AC 16; **Fortitude** –, **Reflex** 15, **Will** –
Speed –

↗ **Force Breath** (standard; at will)
Close blast 5; +7 vs. Reflex; 1d6+6 force damage, and the target is pushed 3 squares

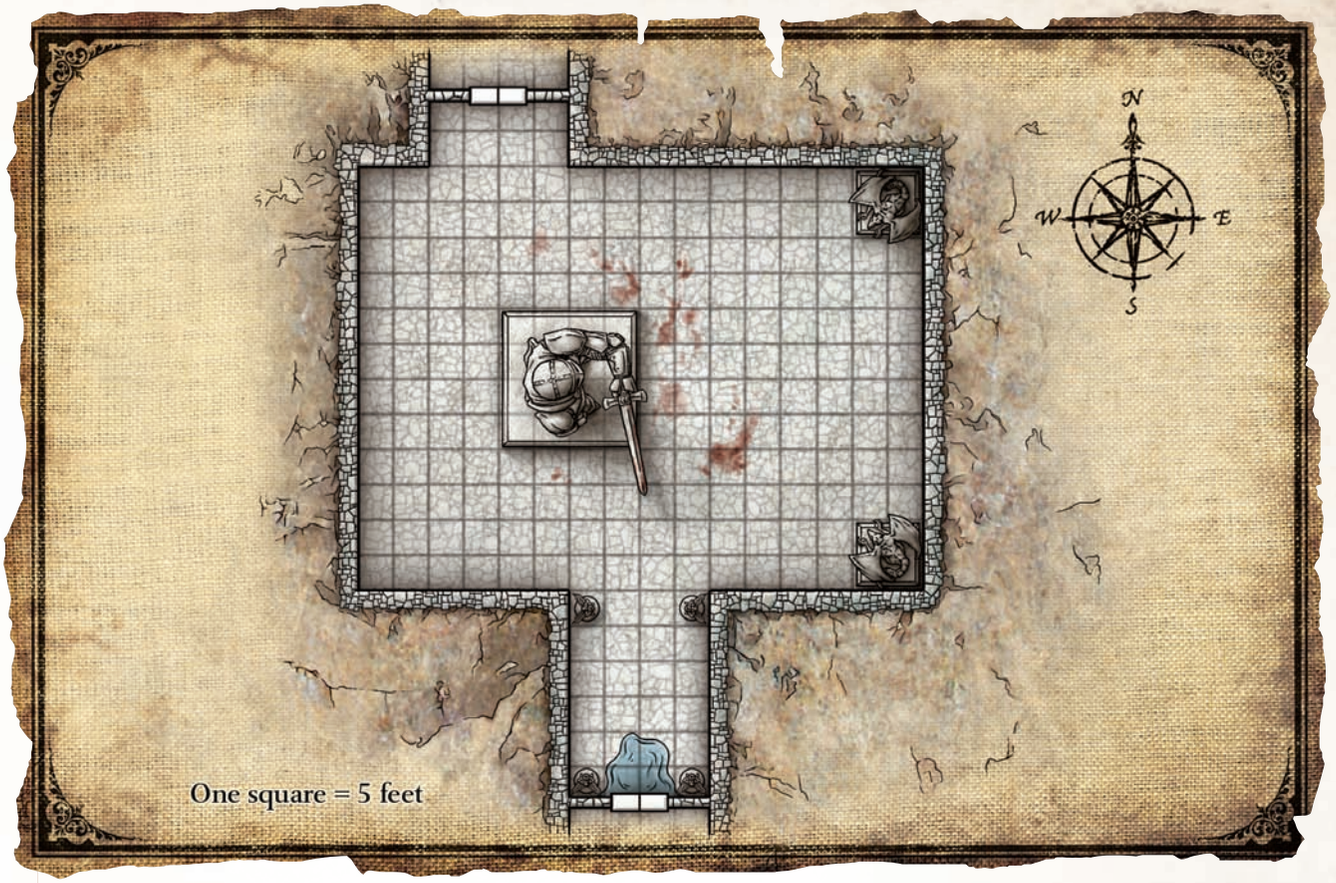
Force Shot (immediate reaction, when a creature makes a melee attack against a cherub statue from the exterior of the arcane cage; at will)
Range 10; +7 vs. Reflex; 1d6+6 force damage, and the target is pushed 1 square.

Athletics A single character can leap onto the statue from an adjacent square to avoid attacks by making a DC 10 check.

Perception DC 15 check to find access panel.

Thievery Four successful DC 20 checks before two failures disables one statue.

Arcana Six successful DC 20 checks before three failures disables one statue.



When the dragon statues activate, read:
From the east side of the room, magical energy spews forth from the mouths of the dragons.

Cherub Statues

The cherub statues activate when a character passes through the two squares between the northernmost pair.

When the cherub statues activate, read:
The cherub figures tip their vases downward and release a deluge of water. At the same time, a translucent wall shimmers into existence between the statues.

Whirlpool Trap	**Level 4 Hazard**
Initiative +2	
HP 40 each; **Bloodied** – (never bloodied)	
AC 18; **Fortitude** –, **Reflex** 16, **Will** –	
Speed –	
Arcane Cage (immediate interrupt, when a creature walks past the northern two statues; encounter) The statues create a wall of arcane magic to enclose the area between the four statues. The wall lasts as long as at least three statues remain intact. The wall cannot be damaged and is affected only through the destruction or disabling of the cherub statues.	
Multiple Statues Each statue has the game statistics given above. A character adjacent to a statue can attempt to tip it over (DC 20 Strength check).	
Water Trap After the trap activates, the area fills with water to a height of 5 feet in 3 rounds.	
Whirlpool Once the trap fills with water, it forms a whirlpool that flings a character from one statue to the next in a counterclockwise direction, dealing 1d8+2 damage. Anyone in the water moves at half speed and takes a -5 penalty on attack rolls and checks. Characters can move and take actions on their rounds; on the trap's round, the whirlpool pulls characters toward statues and flings them as described above.	
Arcana Three successful DC 20 checks disables one statue. A disabled statue is considered destroyed for the purpose of maintaining the arcane cage.	
Thievery Two successful DC 20 checks disables one statue.	

MIKE SCHLEY

AREA 17: GHOUL WARREN

Encounter Level 5 (1,031 XP)

Setup

Kalarel keeps several undead servants in this chamber, which provides additional security for the deeper chambers wherein the death cultist seeks to unseal the rift.

Though only one of the creatures here is a ghoul, the zombie rotters and zombies have adopted the behavior of their more powerful ally, mimicking the ghoul's penchant for eating flesh.

This encounter includes the following creatures.

1 ghoul (G)
12 zombie rotters (R)
2 zombies (Z)
1 clay scout (S)

When adventurers open the door to this chamber, read:

The smell of rotting meat pours from this chamber. Gnawed, partially eaten humanoid corpses are strewn everywhere.

Perception Check
DC 13 *A small tunnel in the lower western wall is visible behind a partially eaten corpse.*

If adventurers traverse the short tunnel, read:

This narrow tunnel opens into a brick-lined chamber splayed with the half-eaten remains of goblins, hobgoblins, humans, elves, and forest creatures. The victims' belongings lie in disarray amid the gore.

Tactics

Most of the creatures in this area move to attack as soon as they detect intruders. The ghoul allows the zombies to surround the adventurers first. Then, once the PCs' movement is restricted, it attacks and immobilizes the PCs.

The clay scout hovers amid the zombies, attacking any PCs that the zombies have surrounded. If the PCs have defeated the ghoul or more than half of the zombies, the clay scout flees to warn Kalarel of the situation. A DC 20 Perception check allows a PC to notice the departing homunculus.

The creatures in this area, if not disposed of, pursue the PCs into Area 18 or back into Area 16. If the characters re-enter Area 16, either they or their pursuers might trigger any traps that weren't destroyed. Zombies pursue the PCs using the most direct path, regardless of the hazards in Area 16. The ghoul, on the other hand, remains outside any traps' area of effect. The clay scout remains in Area 17 or flees to warn Kalarel about the approaching adventurers.

Ghoul (G) **Level 5 Soldier**
Medium shadow humanoid (undead) XP 200

Initiative +8 **Senses** Perception +2; darkvision
HP 63; **Bloodied** 31
AC 21; **Fortitude** 18, **Reflex** 20, **Will** 17
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 8, climb 4

⊕ **Claws** (standard; at-will) • **Paralysis**
+12 vs. AC; 1d6+4 damage, and the target is immobilized (save ends).

ǂ **Ghoulish Bite** (standard; at-will) • **Paralysis**
Target must be immobilized, stunned, or unconscious; +10 vs. AC; 3d6+4 damage and the target is stunned (save ends).

Alignment Chaotic evil **Languages** Common
Skills Stealth +11
Str 14 (+4) **Dex** 19 (+6) **Wis** 11 (+2)
Con 15 (+4) **Int** 10 (+2) **Cha** 12 (+3)

Description The thin, wiry form of this human-sized undead moves with deadly speed. The creature's hands end in vicious claws that look perfect for tearing into flesh.

12 Zombie Rotters (R) **Level 3 Minion**
Medium natural animate (undead) XP 38 each

Initiative -2 **Senses** Perception -1; darkvision
HP 1; a missed attack never damages a minion.
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison
Speed 4

⊕ **Slam** (standard; at-will)
+6 vs. AC; 4 damage.

Alignment Unaligned **Languages** –
Str 14 (+2) **Dex** 6 (-2) **Wis** 8 (-1)
Con 10 (+0) **Int** 1 (-5) **Cha** 3 (-4)

Description Pieces of rotting flesh hang from these shambling forms. Tears in their bodies reveal crumbling bone.

2 Zombies (Z) **Level 2 Brute**
Medium natural animate (undead) XP 125 each

Initiative -1 **Senses** Perception +0; darkvision
HP 40; **Bloodied** 20; see also *zombie weakness* below
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 4

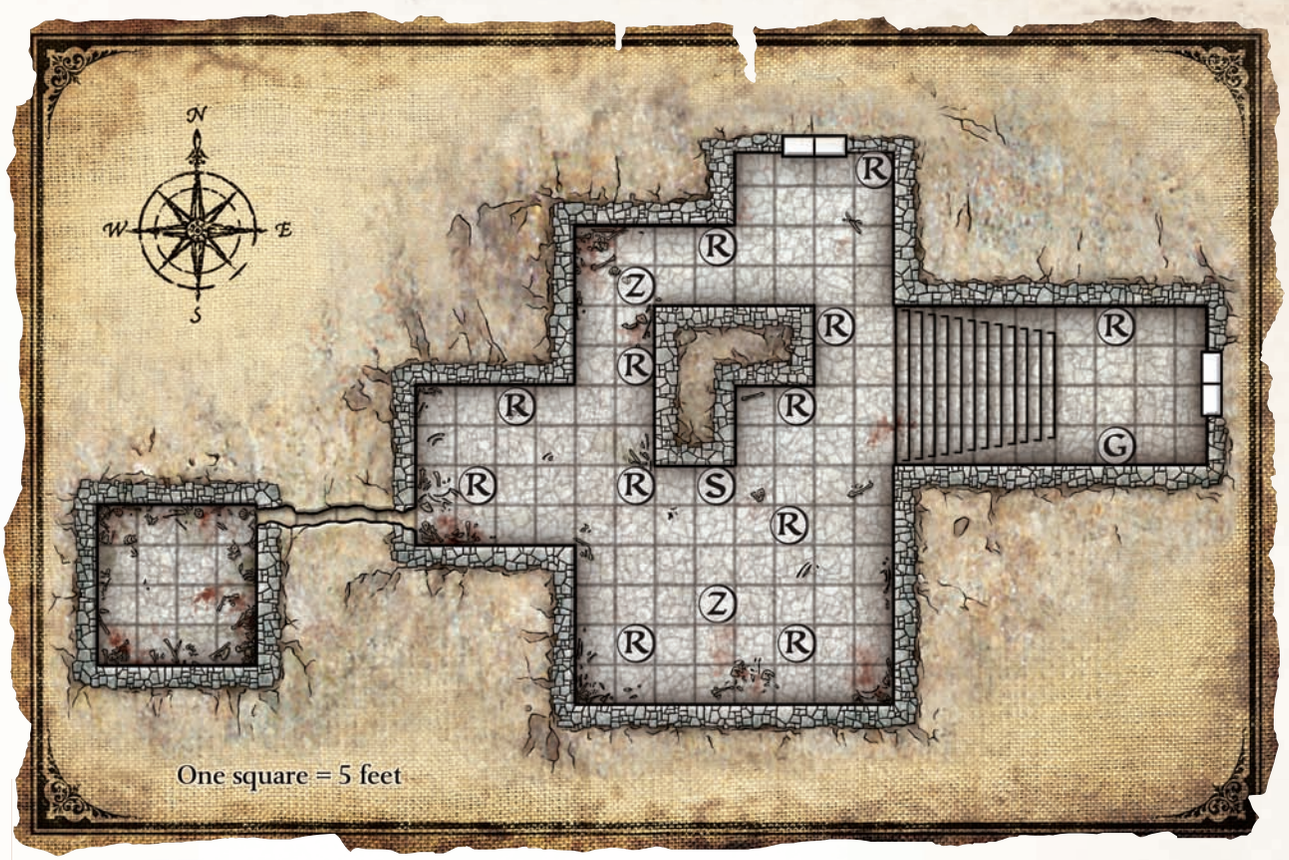
⊕ **Slam** (standard; at-will)
+6 vs. AC; 2d6+2 damage.

ǂ **Zombie Grab** (standard; at-will)
+4 vs. Fortitude; the target is grabbed (until escape).

Zombie Weakness
Any critical hit to the zombie reduces it to 0 hit points instantly.

Alignment Unaligned **Languages** –
Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)
Con 10 (+1) **Int** 1 (-4) **Cha** 3 (-3)

Description Although these creatures are obviously dead, they shamble forward with supernatural strength and purpose. Their bulky forms lumber with menace, and ravenous hunger glints in their vacant eyes.



Clay Scout	**Level 2 Lurker**
Small natural animate (construct, homunculus)	XP 125
Initiative +7	**Senses** Perception +6; darkvision
HP 31; **Bloodied** 15	
AC 16; **Fortitude** 13, **Reflex** 14, **Will** 15	
Immune disease, poison	
Speed 6, fly 3 (clumsy)	
⊕ **Bite** (standard; at-will) • **Poison**	
+3 vs. AC; 1d6 damage, and the homunculus makes an free followup attack. Followup: +2 vs. Fortitude; the target is slowed (save ends).	
✧ **Mind Touch** (standard; at-will) • **Psychic**	
Ranged 10; +5 vs. Reflex; 1d6+3 psychic damage, and the target is dazed (save ends).	
Limited Invisibility • **Illusion**	
The clay scout is invisible to dazed creatures.	
Redirect (immediate interrupt, when attacked; at-will)	
The clay scout makes an attack against its attacker; +4 vs. Will; on a hit, the triggering attack targets a creature adjacent to the clay scout instead (as chosen by the clay scout).	
Alignment Unaligned	**Languages** –
Skills Stealth +8	
Str 10 (+1) **Dex** 15 (+3)	**Wis** 10 (+1)
Con 13 (+2) **Int** 10 (+1)	**Cha** 16 (+4)
Description This small, gargoylelike creature is made from damp, glistening clay. It has tiny wings that flutter and keep it suspended in the air.	

Features of the Area

Illumination: Darkness.

Tunnel: The tunnel is 2½ feet in diameter, large enough for a Medium creature to squeeze through. A Medium creature squeezing through this narrow space moves at half speed and grants combat advantage to all foes. Medium creatures have a –5 penalty on attack rolls until they return to open space. Each time a Medium creature squeezes, it provokes opportunity attacks from adjacent foes. Small creatures can move through the tunnel unhampered.

Treasure: The shredded clothing, rusted armor and swords, and other personal belongings of past meals are gathered in the small room at the end of the tunnel. A few minutes of scavenging uncovers a *bag of holding* with 176 gp inside. It is the only object of value in this area.

Bag of Holding: This bag can hold objects weighing up to 200 pounds and having a total volume of up to 20 cubic feet, but it always weighs just 1 pound no matter how full it is. Drawing an item from the bag requires a minor action.

MIKE SCHLEY

AREA 18: CATHEDRAL OF SHADOW

Encounter Level 4 (975 XP)

SETUP

This unholy area serves as a subtemple to the one below, which is accessible through the pit in the center of the chamber. The blood from creatures sacrificed here runs into the pit and aids Kalarel in his unholy rites. Use the accompanying poster map when running this encounter.

This encounter includes the following creatures.

1 Orcus underpriest (U)
1 dark creeper (C)
2 human berserkers (B)
5 vampire spawn (V)

When the adventurers enter the cathedral from the western edge of the map, read:

Crimson streams trail across the floor and terminate at a grate surrounding a hole in the floor of this shadowy cathedral. Blue-green light emanates from crystal columns. A dais along the eastern wall appears to supply the blood. A human in dark robes stands there, knife raised high, singing the praises of the demon lord Orcus! A tattoo of a ram's skull covers the man's face.

Perception Check
DC 15 *Large chains allow access into the central hole in the floor.*

5 Vampire Spawn (V) — Level 5 Minion
Medium natural humanoid (undead) — XP 50 each

Initiative +6 **Senses** Perception +4; darkvision
HP 1; a missed attack never damages a minion.
AC 20; **Fortitude** 17, **Reflex** 18, **Will** 17
Immune disease, poison; **Resist** 5 necrotic
Speed 7, climb 4 (spider climb)

⊕ **Claws** (standard, at-will) • **Necrotic**
+11 vs. AC; 5 necrotic damage (6 necrotic damage against a bloodied target).

Destroyed by Sunlight
A vampire spawn that begins its turn in direct sunlight can take only a single move action on its turn. If it ends the turn in direct sunlight, it burns to ash and is destroyed.

Alignment Evil **Languages** Common
Str 14 (+5) **Dex** 16 (+6) **Wis** 12 (+4)
Con 14 (+5) **Int** 10 (+3) **Cha** 14 (+5)

Description This human's skin has a deathlike pallor, his eyes glow crimson, and his face is feral. His canines are long and sharp, and his fingernails are clawlike.

Orcus Underpriest (U) — Level 5 Controller
Medium natural humanoid (human) — XP 200

Initiative +4 **Senses** Perception +3
Blessing of Orcus aura 10; allies in the area gain *death strike* (see below)
HP 64; **Bloodied** 32 (see also *closer to Orcus* below)
AC 19; **Fortitude** 17, **Reflex** 14, **Will** 15
Speed 6

⊕ **Mace** (standard; at will) • **Weapon**
+11 vs. AC; 1d6+5 damage.

Shadow Curse (standard; at will) • **Necrotic**
Range 5; +8 vs. Fortitude; 2d8+8 necrotic damage, and the target has -2 AC until the end of the Orcus underpriest's next turn.

Infuse with Shadow (standard; recharge 5 6) • **Healing**
Target ally within 5 squares gains a +5 bonus to attack rolls until the end of its next turn. In addition, the target heals 10 hp.

Death Attack (free action, when reduced to 0 hp)
Before he dies, the Orcus underpriest can make a basic melee or ranged attack against a target within reach.

Closer to Orcus (while bloodied)
While bloodied, the Orcus underpriest gains a +2 bonus to melee attack rolls and a +3 bonus to melee damage rolls.

Alignment Evil **Languages** Common, Goblin
Skills Religion +8
Str 17 (+5) **Dex** 14 (+4) **Wis** 12 (+3)
Con 16 (+5) **Int** 11 (+2) **Cha** 17 (+5)

Description Dark religious vestments with the images of a ram's skulls cover this human's body. He has a square jaw and hard face that glows with zealotry.

2 Human Berserkers (B) — Level 4 Brute
Medium natural humanoid (human) — XP 175 each

Initiative +3 **Senses** Perception +2
HP 66; **Bloodied** 33; see also *battle fury* below
AC 15; **Fortitude** 15, **Reflex** 14, **Will** 14
Speed 7

⊕ **Greataxe** (standard; at-will) • **Weapon**
+7 vs. AC; 1d12+4 damage (crit 1d12+16 damage).

↯ **Battle Fury** (immediate reaction, when first bloodied; encounter)
The human berserker makes a melee basic attack with a +4 bonus to the attack roll and deals +1d6 damage on a hit.

Handaxe (standard; at-will) • **Weapon**
Range 5/10; +5 vs. AC; 1d6+3 damage.

Alignment Any **Languages** Common
Skills Athletics +10, Endurance +10
Str 17 (+5) **Dex** 12 (+3) **Wis** 11 (+2)
Con 16 (+5) **Int** 10 (+2) **Cha** 12 (+3)

Equipment Leather armor, greataxe, 2 handaxes
Description This powerful human's spit-flecked lips constantly move in unending prayers to Orcus.

Dark Creeper (C) Level 4 Skirmisher
Small shadow humanoid XP 175

Initiative +8 **Senses** Perception +4; darkvision
HP 54; **Bloodied** 27; see also *killing dark* below
AC 18 (see also *dark step* below); **Fortitude** 15, **Reflex** 17, **Will** 15
Speed 6

⨺ **Dagger** (standard; at-will) • **Weapon**
+6 vs. AC; 1d4+4 damage.

⨺ **Dagger** (standard; at-will) • **Weapon**
Range 5/10; +6 vs. AC; 1d4+4 damage.

Killing Dark (immediate reaction, when the dark creeper is reduced to 0 hit points)
Close burst 1; affects enemies only; when slain, a dark creeper explodes in a spout of darkness, blinding creatures in the burst (save ends).

Combat Advantage
The dark creeper deals +1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Dark Step (move; at-will)
The dark creeper moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.

Alignment Unaligned **Languages** Common
Skills Stealth +11, Thievery +11
Str 11 (+2) **Dex** 18 (+6) **Wis** 14 (+4)
Con 14 (+4) **Int** 13 (+3) **Cha** 13 (+3)
Equipment Black garments, 5 daggers
Description Gloom enshrouds this halfling-sized humanoid. Its hairless face has solid white eyes that stare around the area.

Tactics

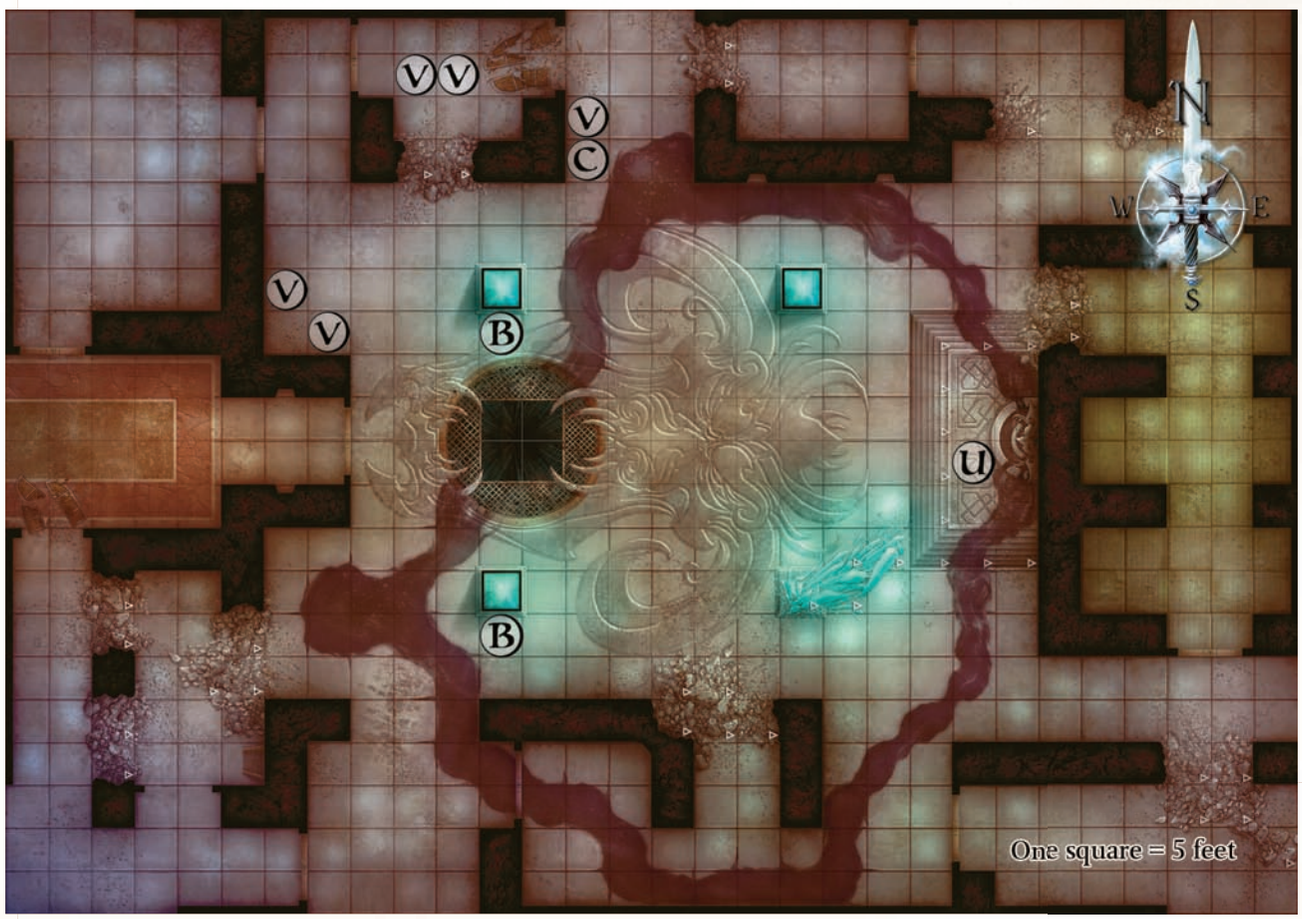
The human berserkers charge the PCs as soon as they enter the area, trying to keep them engaged. Meanwhile, the dark creeper works in concert with the vampire spawn, trying to flank targets. Finally, the underpriest fights near the berserkers and vampire minions, attacking PCs while using *infuse with shadow* to bolster its followers and buy Kalarel the time he needs to finish his ritual and open the rift to the Shadowfell.

Features of the Area

Illumination: Bright light from the three blue-green pillars.

The Pit: This pit is 50 feet deep and spills blood into the central well of the Shadow Rift. Four large chains connected to the floor run down the side, allowing PCs to climb down. Because the chains are slippery with blood, a character can traverse the full 50-foot distance in one move if he makes a successful DC 15 Athletics check. If the check fails, the PC plunges into the blood pool, takes 3d10 damage, and is prone. PCs who descend reach the ground in Area 19 in a shallow pool of blood.

Clay Scout: If the clay scout fled Area 17, the PCs might chase it into this area as it attempts to reach Kalarel's side.



JASON ENGLE

AREA 19: THE SHADOW RIFT

Encounter Level 6 (1,350 XP)

SETUP

Note that this encounter is presented on the following three pages. The final battle pits Kalarel against the adventurers. The priest has remained within this chamber for days, performing a long, arduous ritual to finally crack the seal and re-open the Shadow Rift to Orcus's temple. As it happens, the PCs have arrived in time to stop him. However, the rite is partially completed. A strange being waits on the other side of the rift, eager to devour any mortal foolish enough to draw near. Use the accompanying poster map when running this encounter.

This encounter includes the following creatures.

Kalarel (K)
2 skeleton warriors (S)
1 deathlock wight (W)

As the adventurers arrive in this chamber, read:

You descend into a nightmare. Crimson streams spill from above and form a pool of blood in the center of the chamber.

A yawning, black portal dominates the northern wall of the chamber. Something strains against the darkness within, as if it were a thin film keeping back a vicious clawed beast. A set of blazing runes has been inscribed on the floor before the portal.

Opposite the portal, a massive statue of Orcus stands. It points toward the darkness with a skull-capped wand.

To the east, a series of steps leads to a platform where a small pit is flanked by two smaller statues of Orcus.

To the west another set of steps ascends to an altar of bone flanked by wide pillars. A human clad in heavy armor and carrying a skull-capped rod stands behind the altar. His eyes are closed, and a book rests open before him. He chants a low, droning prayer.



MIGUEL COIMBRA

Kalarel, Scion of Orcus (K) **Level 8 Elite Controller**
Medium natural humanoid (human) XP 700

Initiative +5 **Senses** Perception +9
HP 186; **Bloodied** 93
AC 22 (see also *shadow form* below); **Fortitude** 21, **Reflex** 19, **Will** 24
Saving Throws +2
Speed 5
Action Points 2

⊕ **Rod of Ruin** (standard; at will) • **Weapon**
+14 vs. AC; 2d6+5 damage plus ongoing 5 necrotic damage (save ends).

☠ **Decaying Ray** (standard; at will) • **Necrotic**
Ranged 10; +12 vs. Fortitude; 1d6+5 necrotic damage, and the target is weakened (save ends).
Weakened Attacks deal half damage.

↓ **Touch of Ruin** (minor; at will) • **Necrotic**
Kalarel must have combat advantage against the target; +12 vs. Fortitude; target gains only half the value of healing done to it until the end of Kalarel's next turn.

☠ **Call of the Grave** (minor; recharge 4 5 6) • **Necrotic**
Ranged 5 (affects creatures with ongoing necrotic damage only); +12 vs. Fortitude; the target is immobilized until the end of Kalarel's next turn.

✧ **Unlife to Life** (standard; encounter) • **Healing**
Close burst 5; undead allies heal 5 hp and can shift 3 as an immediate action.

Alignment Evil **Languages** Common, Draconic, Goblin
Skills Religion +12
Str 21 (+5/+9) **Dex** 12 (+1/+5) **Wis** 21 (+5/+9)
Con 21 (+5/+9) **Int** 10 (+0/+4) **Cha** 12 (+1/+5)

Description Clad in scale armor, Kalarel makes a formidable figure. Despite his pale flesh and gaunt cheeks, he moves with strength and vitality. His eyes are glazed with a fanaticism.

The Thing in the Portal **Level 4 Hazard**

Initiative +3
HP –; **Bloodied** –
AC 16; **Fortitude** –, **Reflex** 15, **Will** –
Immune damage
Speed –

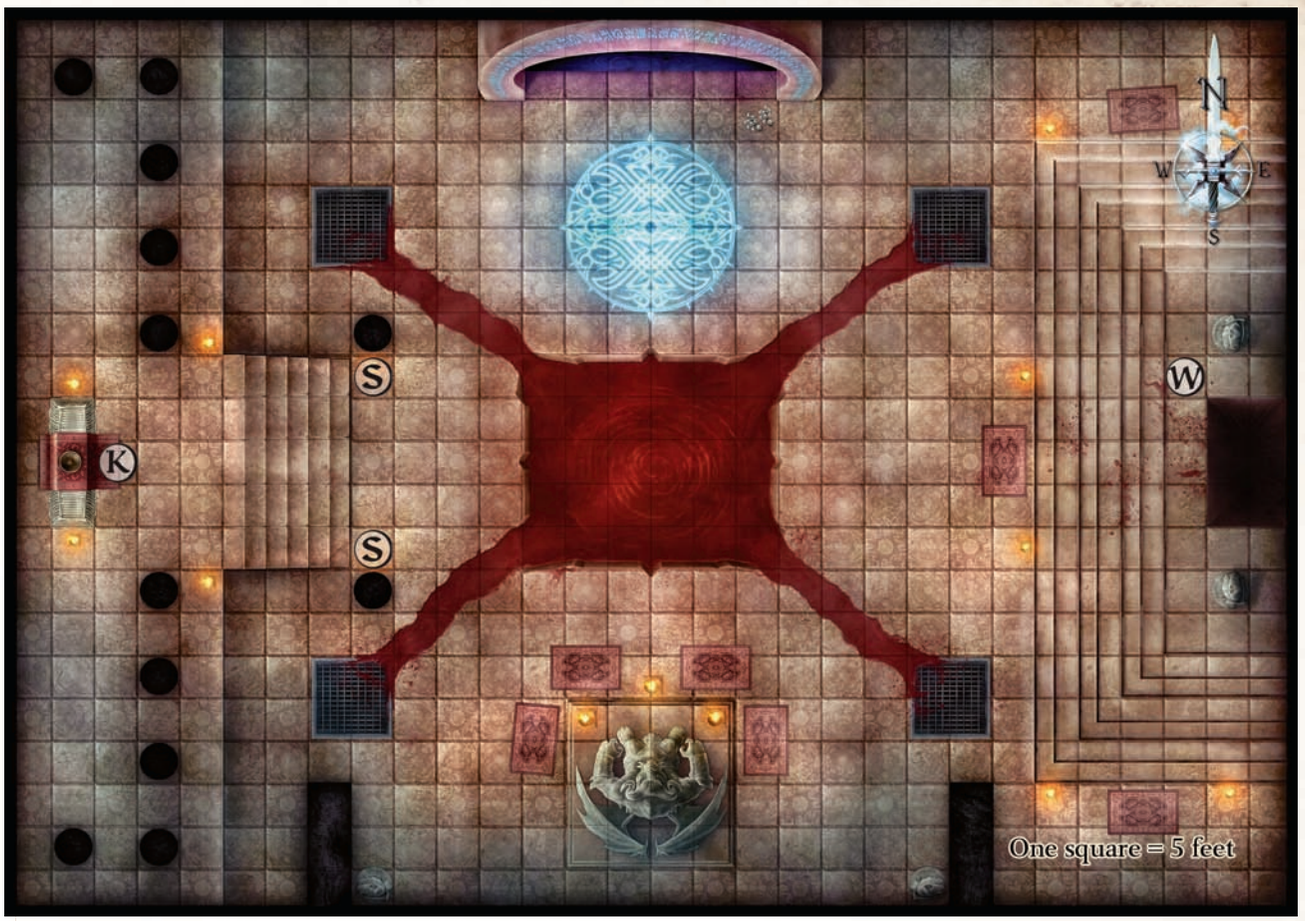
⊕ **Claw** (standard; at will)
Reach 3; +8 vs. AC; 1d10+3 damage (see also *feed the faithful* below).

↓ **Death's Claws** (standard; at will)
Reach 3; +8 vs. AC; 1d10+3 damage, and the Thing slides the target 1 square. (see also *feed the faithful* below).

Threatening Reach
This creature can make opportunity attacks against all opponents within its reach.

Feed the Faithful
Each time the Thing hits a creature, Kalarel heals 5 hp.

Wrath of Orcus (immediate reaction, when Kalarel is reduced to 0 hp or fewer and within the Thing's reach)
Kalarel is grabbed and slides 3 squares into the portal (see Features of the Area and Playing Kalarel on page 80).



JASON ENGLE

Deathlock Wight (W)
Level 4 Controller
Medium natural humanoid (undead) — **XP 175**

Initiative +4 **Senses** Perception +1; darkvision
HP 54; **Bloodied** 27
AC 18; **Fortitude** 15, **Reflex** 16, **Will** 17
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6

⊕ **Claw** (standard; at-will) • **Necrotic**
+9 vs. AC; 1d6 necrotic damage, and the target loses 1 healing surge.

↛ **Grave Bolt** (standard; at-will) • **Necrotic**
Ranged 20; +6 vs. Reflex; 1d6+4 necrotic damage, and the target is immobilized (save ends).

✧ **Horrific Visage** (standard; recharge 4 5 6) • **Fear**
Close blast 5; +7 vs. Will; 1d6 damage, and the target is pushed 3 squares.

↛ **Reanimate** (minor; encounter) • **Necrotic**
Ranged 10; affects a destroyed undead creature of a level no higher than the deathlock wight's level + 2; the target stands as a free action with a number of hit points equal to one-half its bloodied value (rounded down).

Alignment Evil **Languages** Common
Skills Arcana +10, Religion +10

Str 10 (+2)	**Dex** 14 (+4)	**Wis** 9 (+1)
Con 14 (+4)	**Int** 16 (+5)	**Cha** 18 (+6)

Description This creature is gaunt with pallid, leathery skin stretched taut over its bones. Black claws tip its fingers and toes. The creature's nose is sunken, and its lips are pulled back in a death grimace.

2 Skeleton Warriors (S)
Level 3 Soldier
Medium natural animate (undead) — **XP 150 each**

Initiative +6 **Senses** Perception +3; darkvision
HP 45; **Bloodied** 22
AC 18; **Fortitude** 15, **Reflex** 16, **Will** 15
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5

⊕ **Longsword** (standard; at-will) • **Weapon**
+10 vs. AC; 1d8+2 damage, and the target is marked until the end of the skeleton warrior's next turn; see also speed of the dead below.

Speed of the Dead
When making an opportunity attack, the skeleton warrior gains a +2 bonus to the attack roll and deals +1d6 damage.

Alignment Unaligned **Languages** –

Str 15 (+3)	**Dex** 17 (+4)	**Wis** 14 (+3)
Con 13 (+2)	**Int** 3 (-3)	**Cha** 3 (-3)

Equipment chainmail, longsword, light shield

Description Tendons and sinew link these creatures' bones strongly together. Their forms rattle and snap, yet the skeletons move with strength and speed.

Tactics

If the clay scout (see Area 17) arrived here ahead of the PCs, Kalarel is ready for them and attacks as they descend the chains. Otherwise, assume that the PCs interrupt the ritual and take it from there.

Infuriated at the interruption, Kalarel immediately unleashes ranged attacks until the PCs draw close, at which point he activates the amulet he wears and immediately teleports to the evil magic circle.

Kalarel moves to the back of the circle where he can gain its benefits and force the PCs to fight him within reach of the Thing in the Portal.

The skeleton warriors try to protect Kalarel, attempting to engage characters in melee. If Kalarel moves to the evil magic circle, they move to stay near him.

The deathlock wight stays atop its platform, using the statue's range bonus to blast away at the adventurers.

The Thing in the Portal attacks any character that draws near. The Thing uses *grasping claws* to slide foes and keep them from engaging Kalarel. If an adventurer falls to 0 hp or less within the Thing's reach, it attempts to drag the body into the rift. The Thing continues attacking a fallen PC using *grasping claws*, sliding the fallen PC 1 square closer to the rift with each hit. (See Features of the Area for what happens if a creature crosses the threshold).

Playing Kalarel

This encounter allows Kalarel to shine. He has had no chance to interact with PCs before this fight, so be sure to play him up. Arrogant, utterly evil, and convinced of his success, he alternates between taunting the PCs and bragging of how they will serve him once he reanimates their dead bodies. Make Kalarel as hate-worthy as possible.

If the PCs slay Kalarel while he is near the rift, the characters witness what happens to those who fail Orcus. The Thing in the Portal uses *wrath of Orcus* to drag Kalarel through the rift to an uncertain fate. This development also allows you to use Kalarel, perhaps in undead form, as a future villain.

Features of the Area

Illumination: Bright light.

Blood: The blood on the floor is slick. A character charging or running through the blood must make a DC 15 Acrobatics check or fall prone in the first square of blood entered.

Evil Magic Circle: These foul runes provide strength to Orcus followers. Kalarel and any undead standing within the circle gain +2 to all defenses and heal 5 hit points at the start of their turns.

Lesser Statues of Orcus: The two statues of Orcus at the eastern end of the room provide arcane power for undead. Any undead creature within 5 squares of them adds 5 to the range of its area or ranged attacks. This bonus is not included in the creature stat blocks.

Pit: This deep, dark pit drops 60 feet into shallow water (6d10 damage).

The Rift: The Shadow Rift is a black portal leading to a temple of unspeakable evil within the Shadowfell. The portal instantly slays any living creature that moves into it. The squares directly under the arch (where the darkness begins) are safe, but any square beyond that means instant death. Also, the Thing in the Portal lurks just on the other side. This being attacks any character who draws too close to the portal. It can reach out from any point of the portal.

Treasure: Kalarel's rod of ruin is simply an object that channels his evil power, not an item of treasure. It functions as an ordinary staff in the hands of any other creature. Kalarel does have one item of value on him:

+2 Magic Dagger: This dagger (value 1,800 gp) provides a +2 enhancement bonus to attack rolls and damage rolls. It also deals +1d6 damage on a critical hit.

In addition, Kaulreul also keeps a cache of gold behind the altar, which anyone who inspects the altar finds. The stash contains 981 gp.

What's Next?

If the characters defeat Kalarel and prevent the Shadow Rift from reopening, they have achieved a great good. A group using the Ominous Signs adventure hook gains 2,000 quest XP.

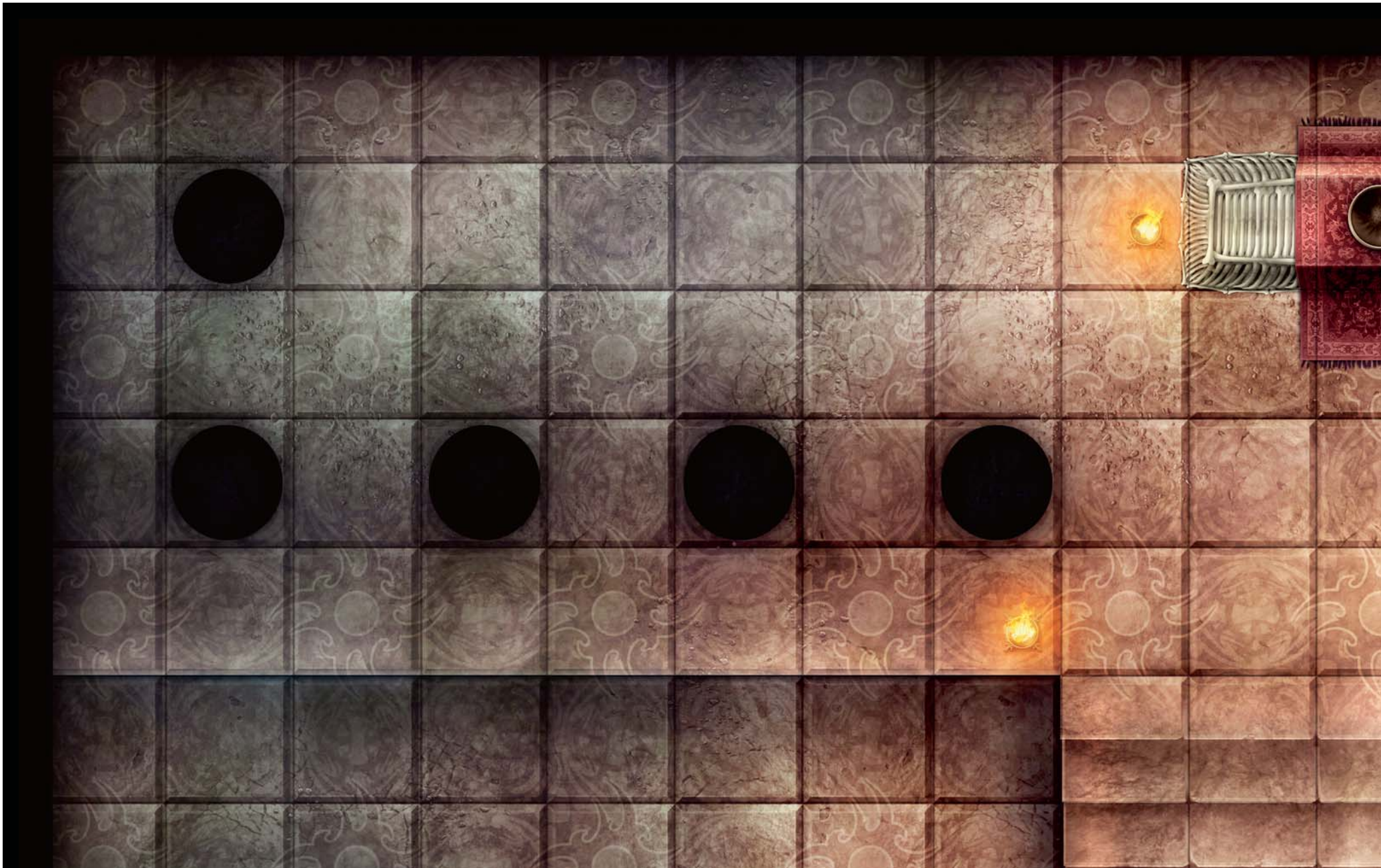
Villagers who are aware of the characters' efforts in the keep eagerly await word of the outcome. When the characters return to Winterhaven, the villagers rejoice upon hearing of the success. Lord Padraig even holds a celebratory feast in their honor.

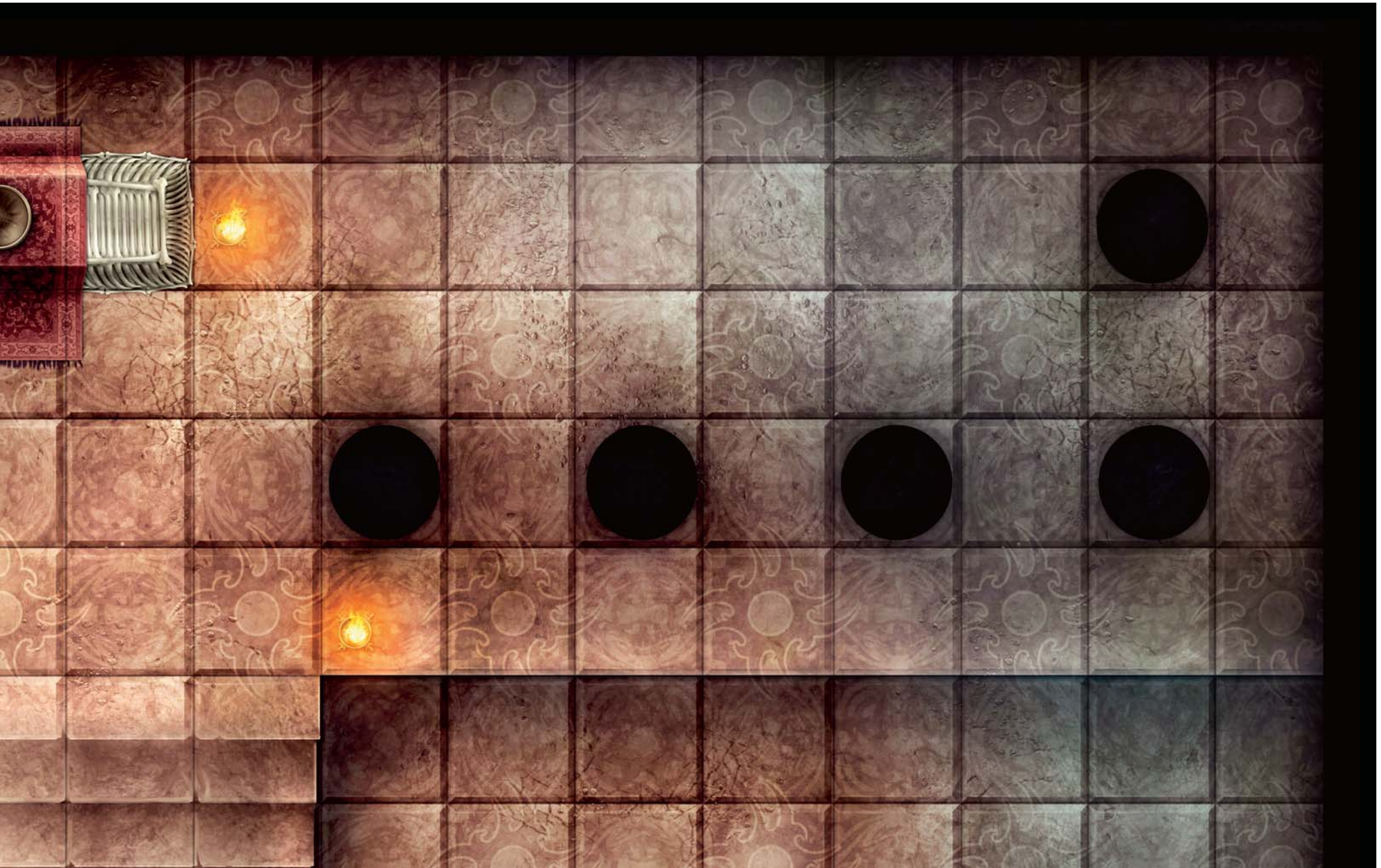
Now the PCs can set their sights on other quests. They can use the treasure gained in Shadowfell Keep to refresh their provisions and acquire better equipment. After that, it is time to strike out in search of new adventure. They might use Winterhaven as a base of operations as they forge into the wilderness. Along the way, they can continue to gain treasure and renown. Eventually, their travels might even take them to Thunderspire Labyrinth and the H2 adventure.

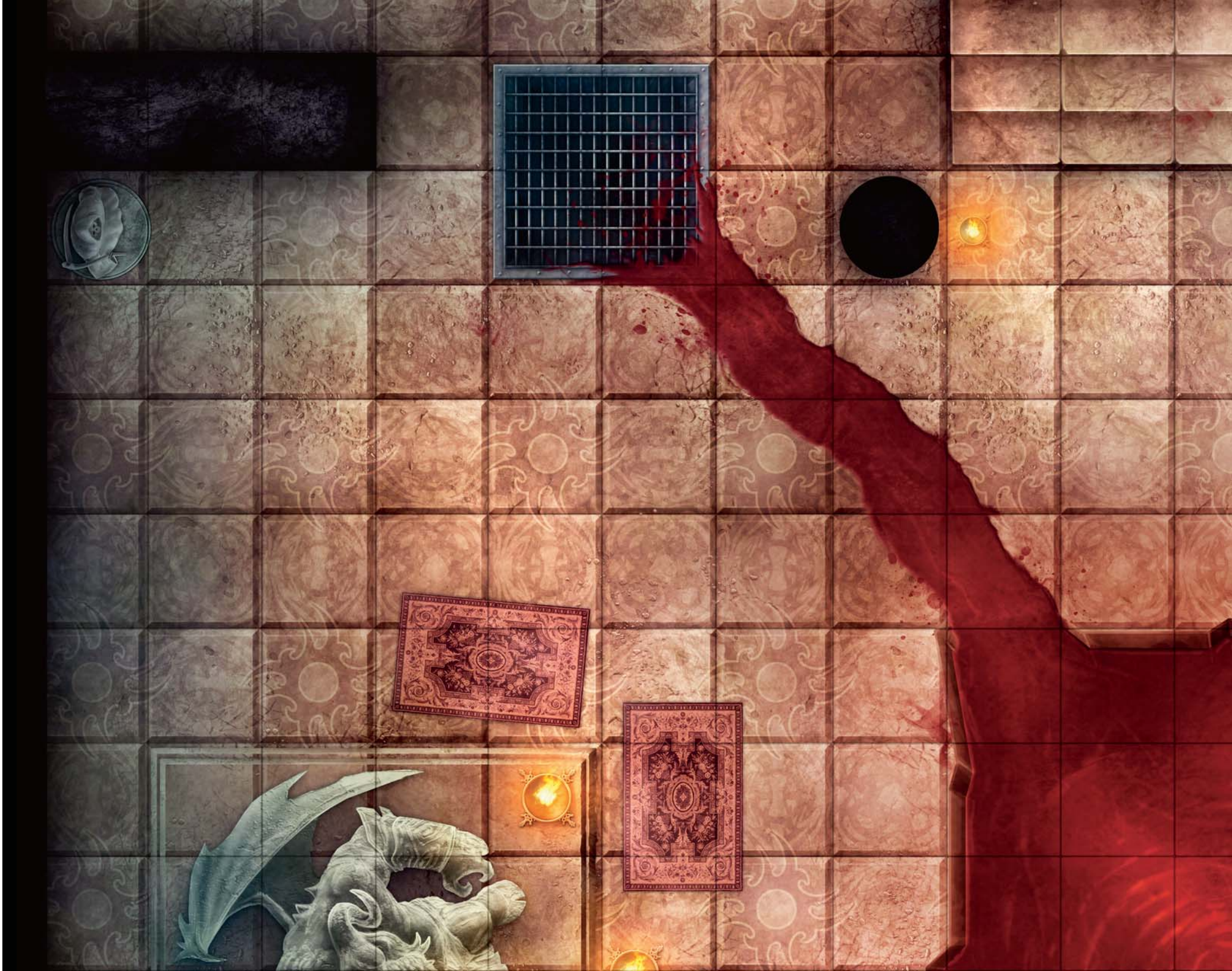
For now, grab a copy of the *Player's Handbook* and level up to 4th level or create your own characters!

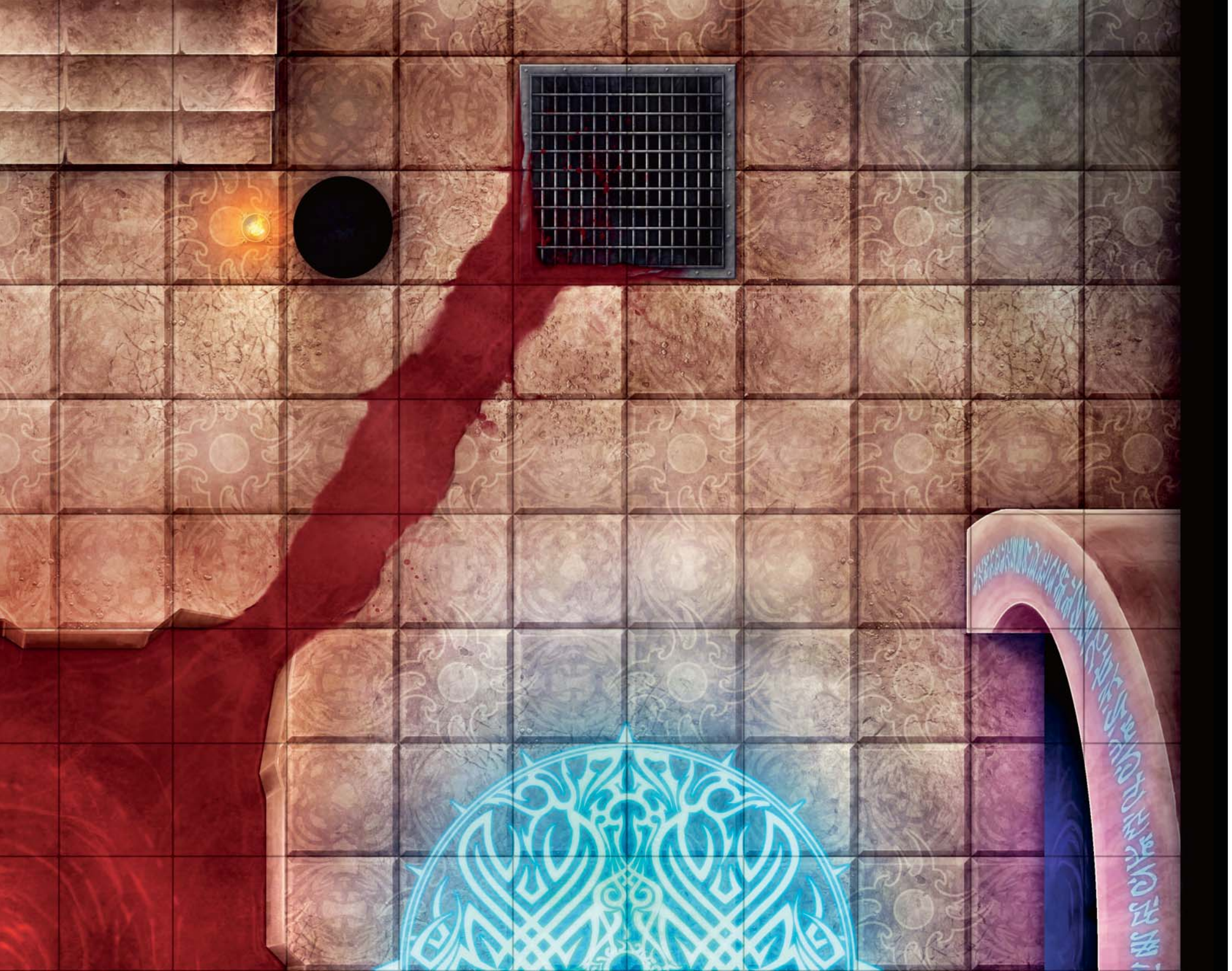
Dragon Statues of Bahamut

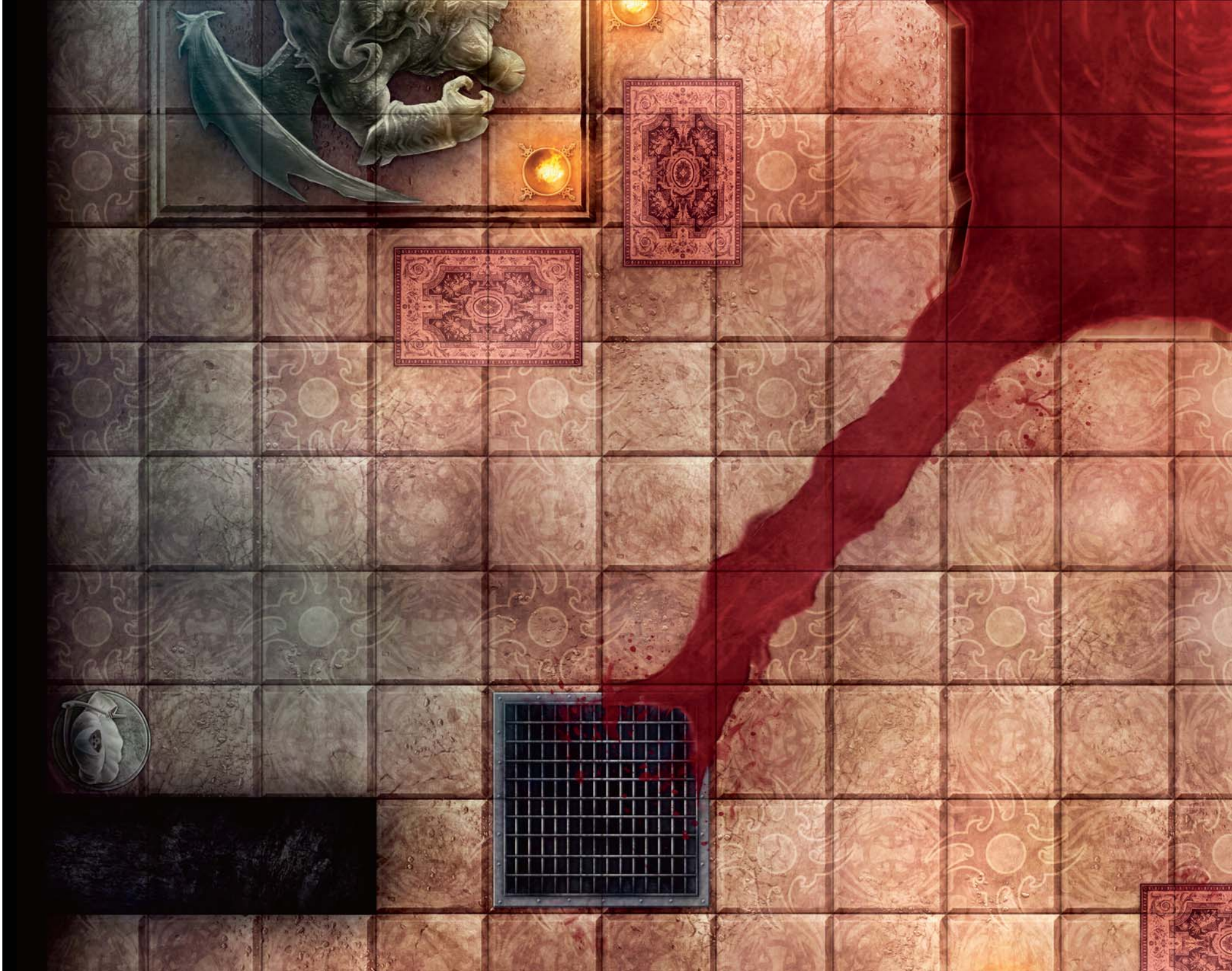
Characters might have picked up the statues from the altar to Bahamut in Area 8. If the characters have spoken to Keegan and accepted his charge to purge Shadowfell Keep of evil, then these statues grant a bonus exclusively in this fight. A character carrying a dragon statue gains a +2 bonus on saving throws against conditions derived from Kalarel's powers.

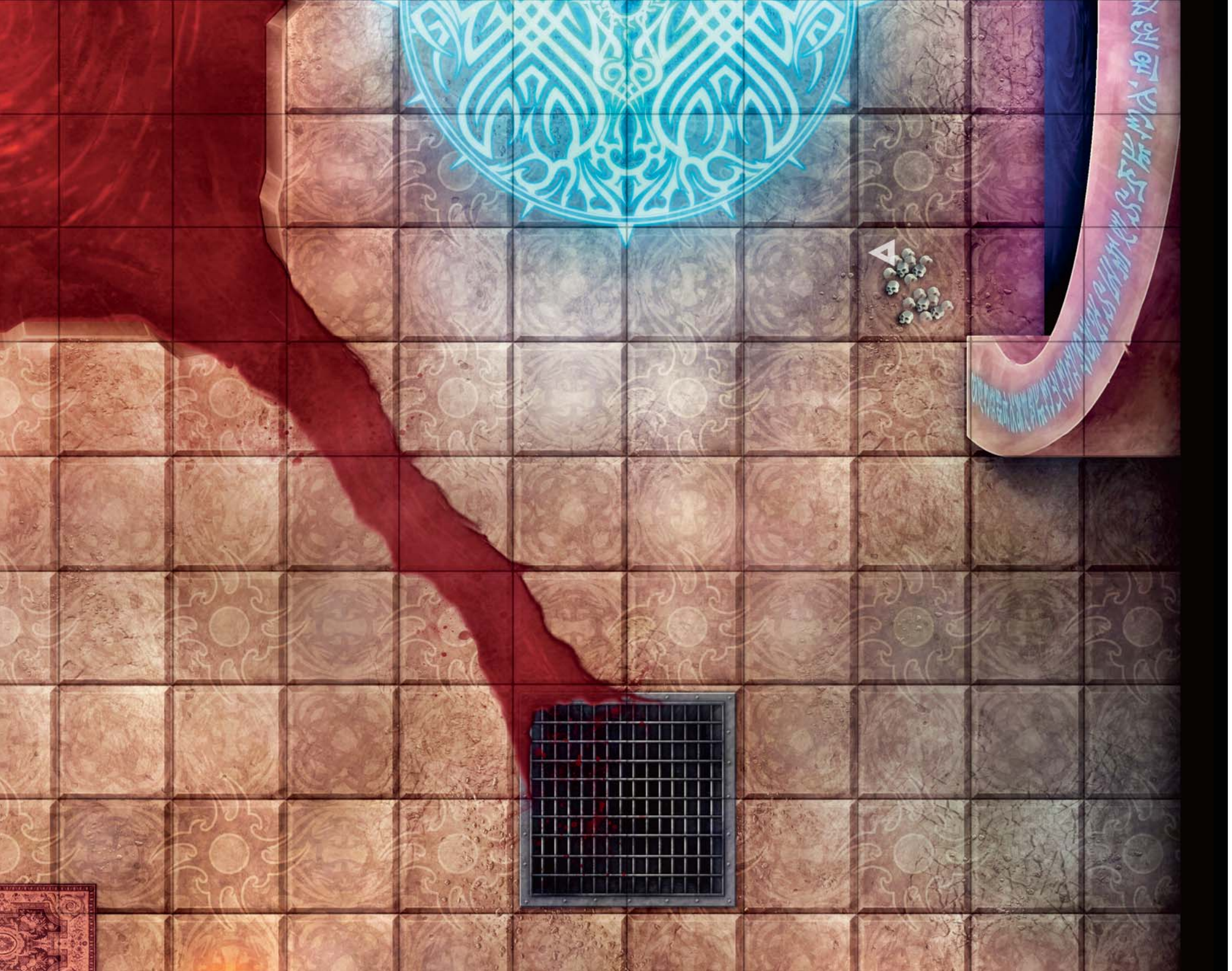


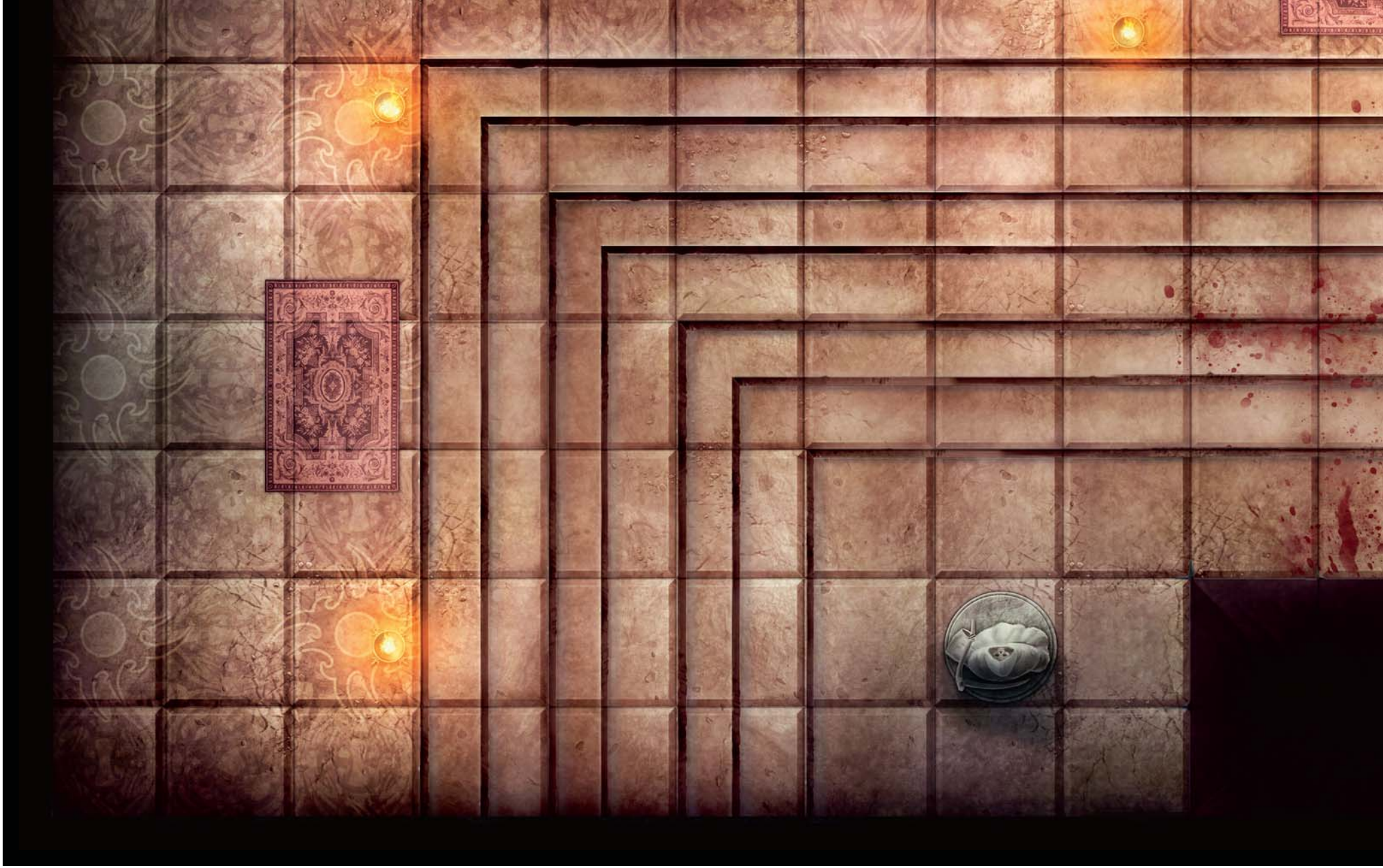


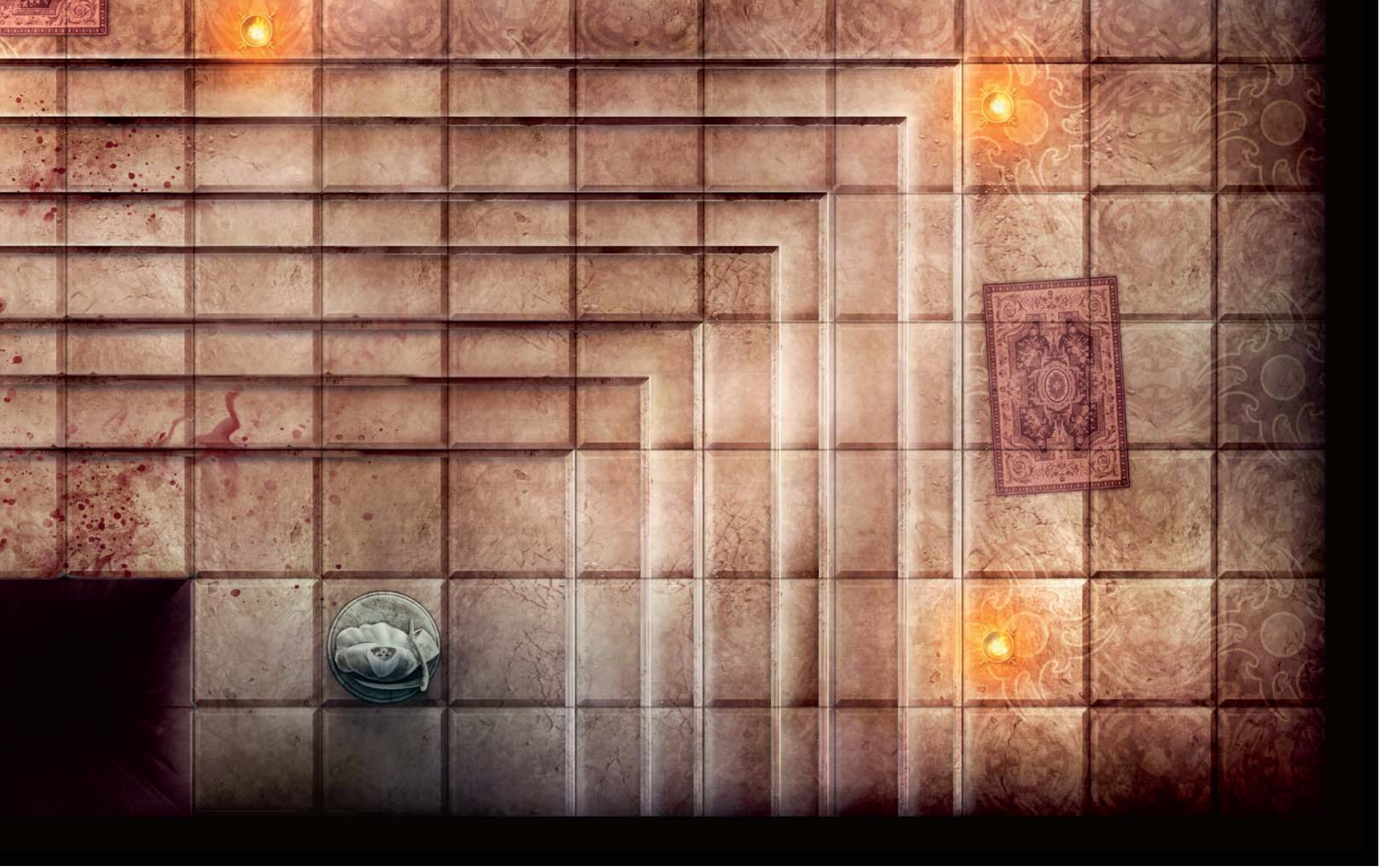




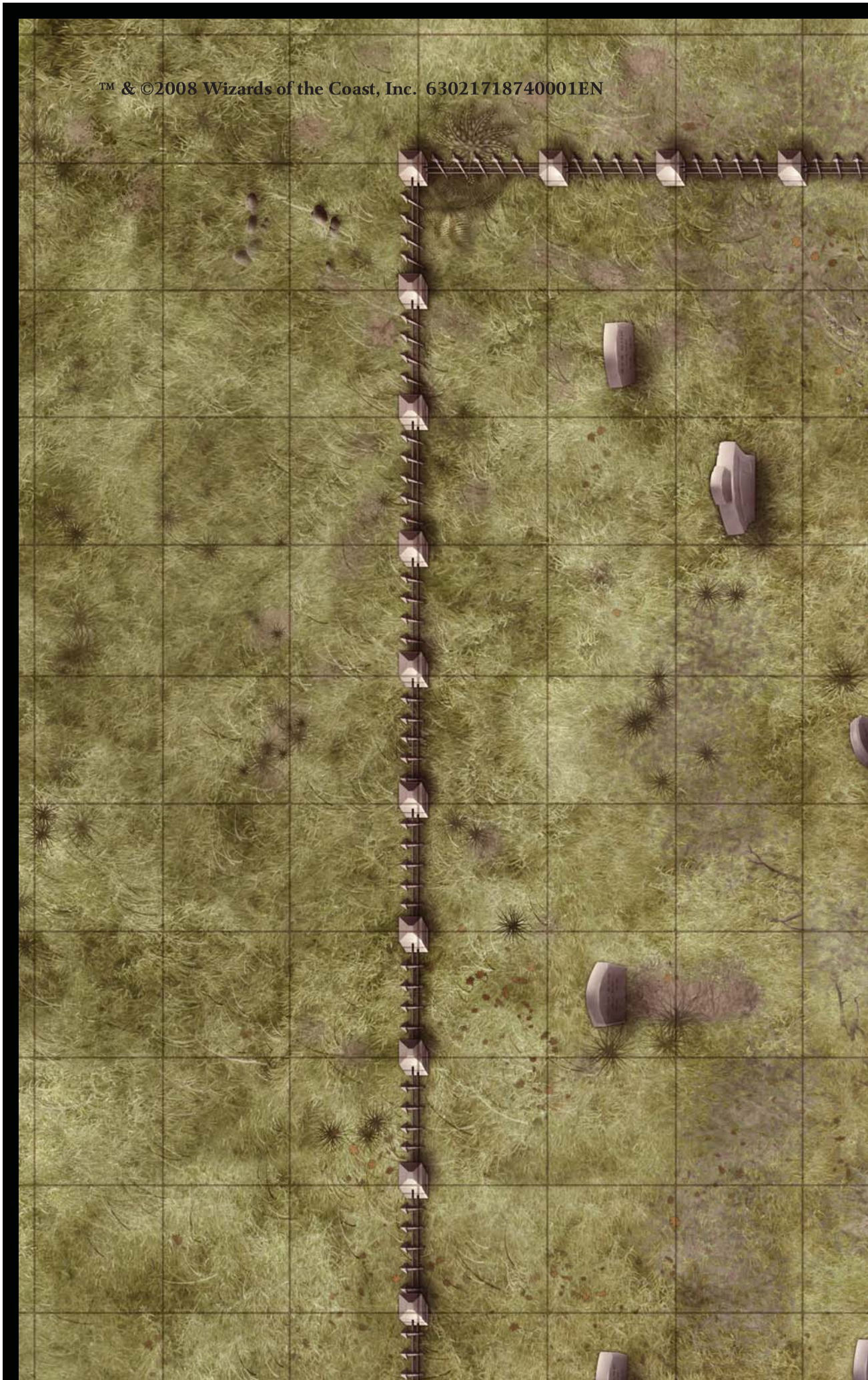




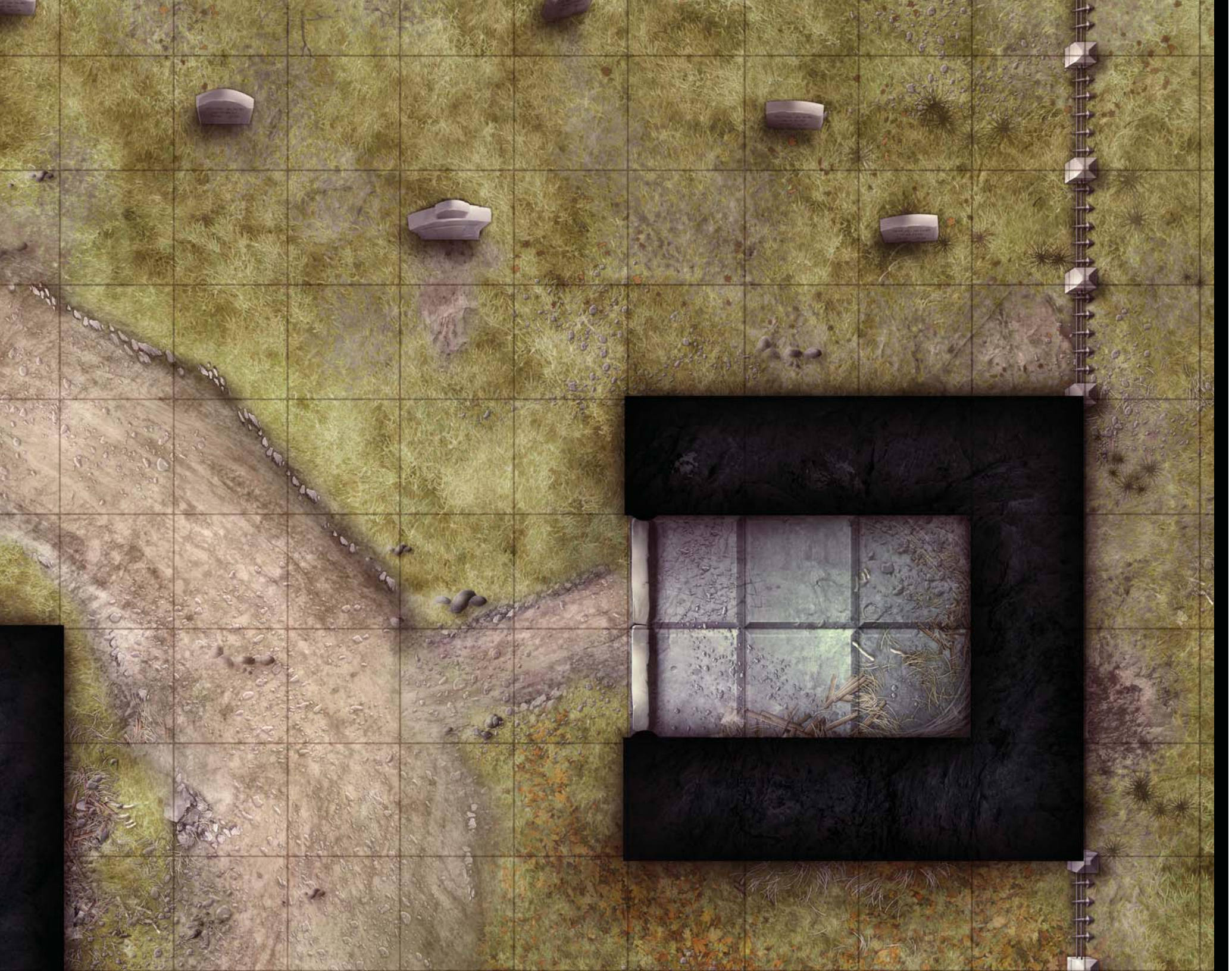


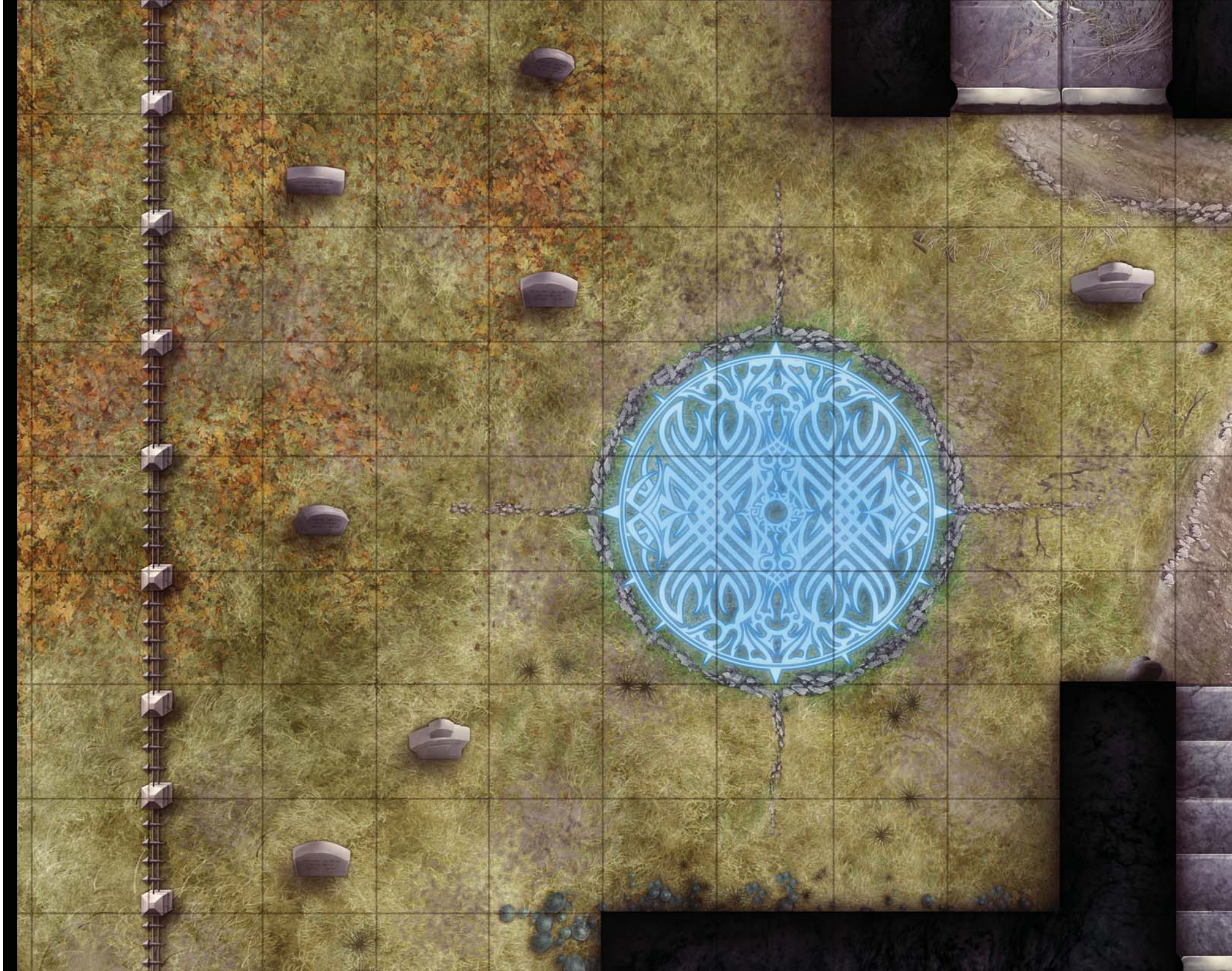


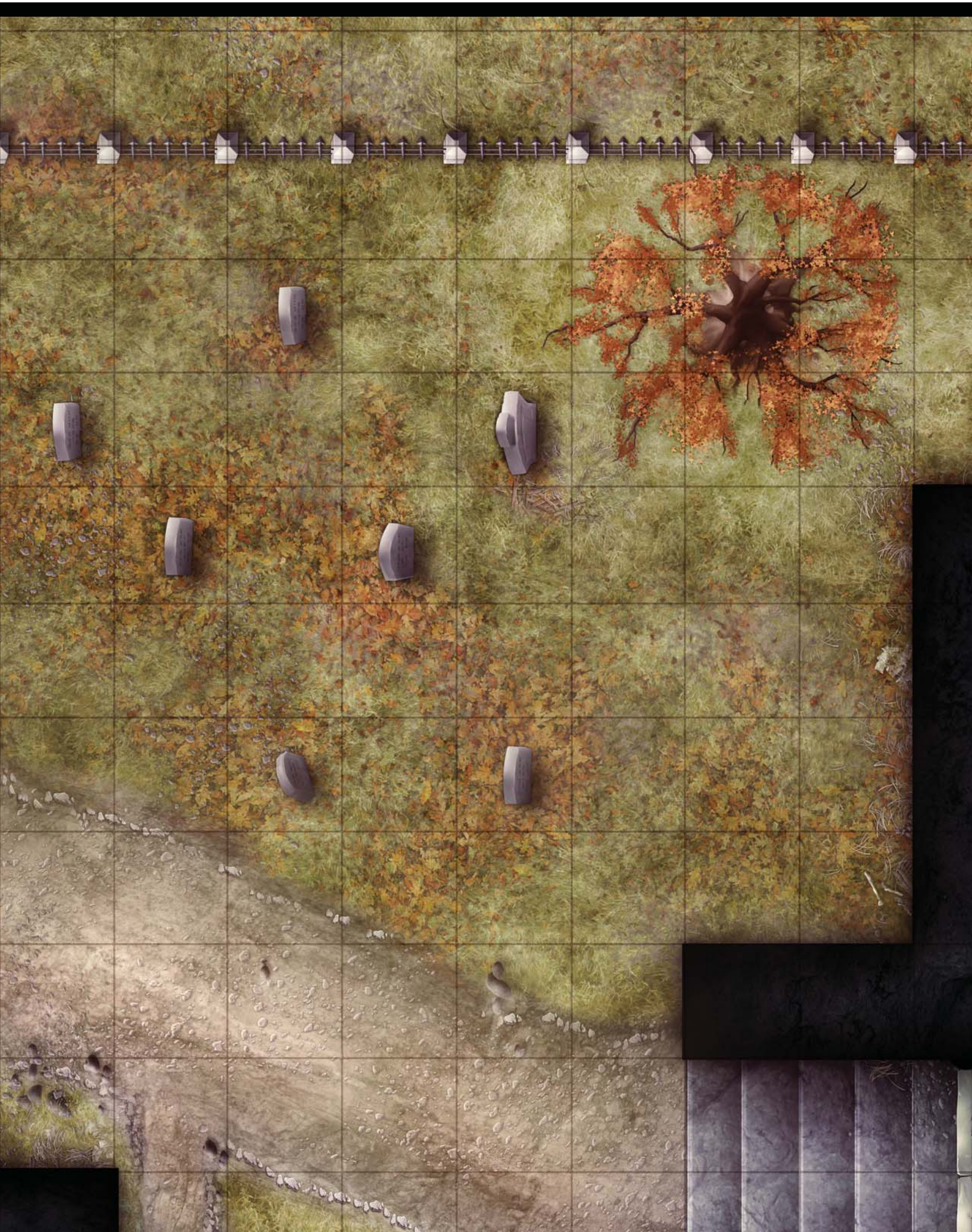



™ & ©2008 Wizards of the Coast, Inc. 63021718740001EN



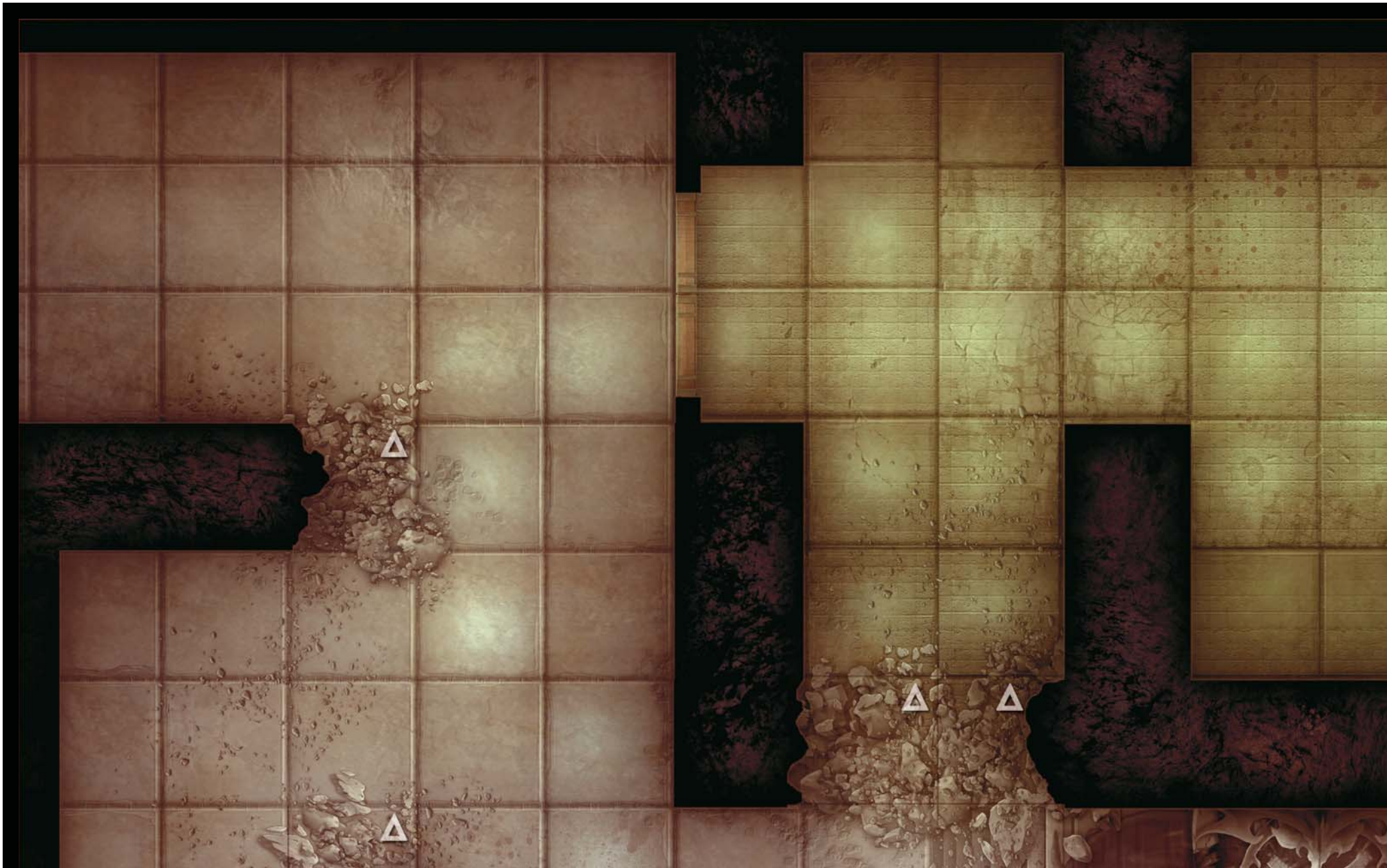




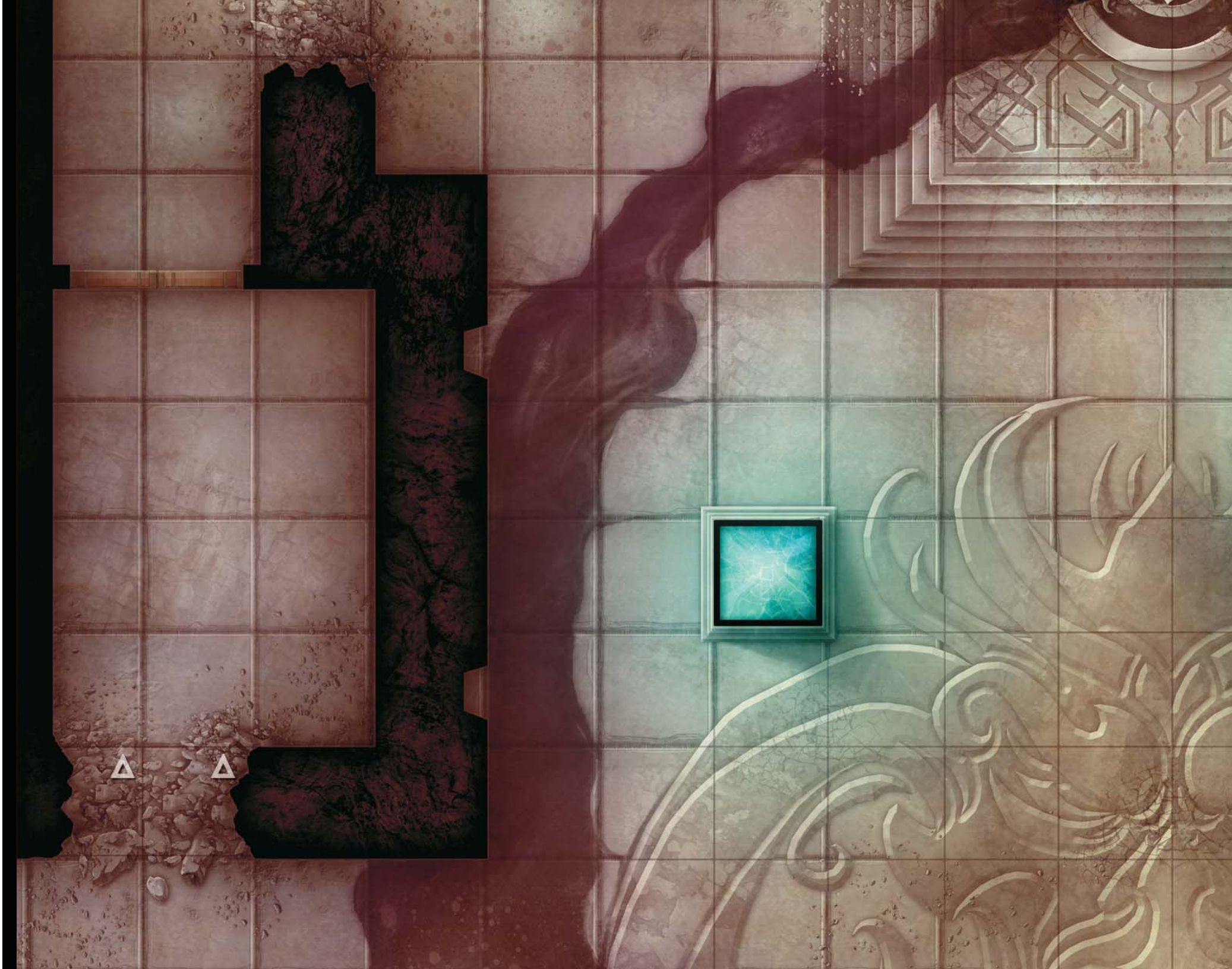


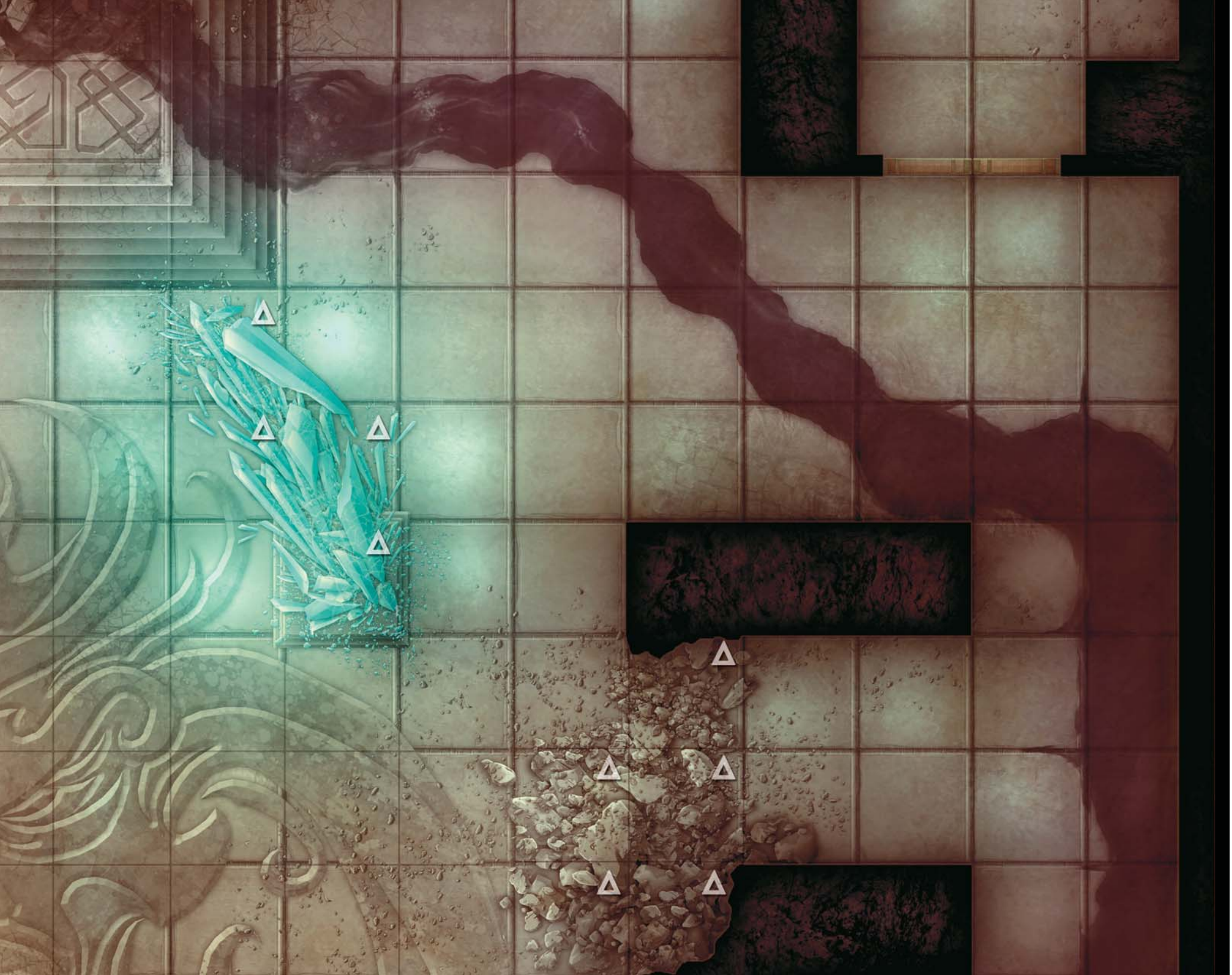


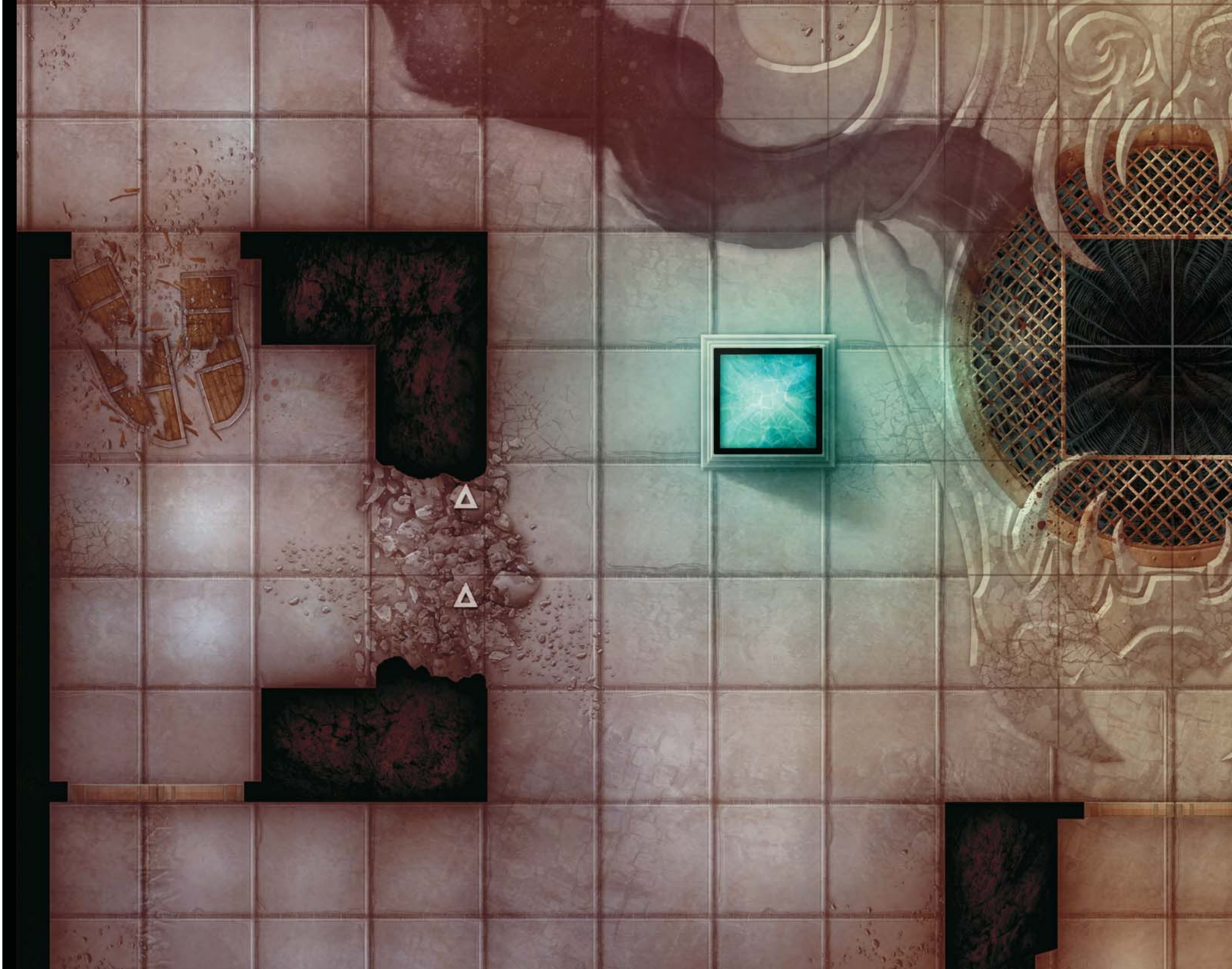


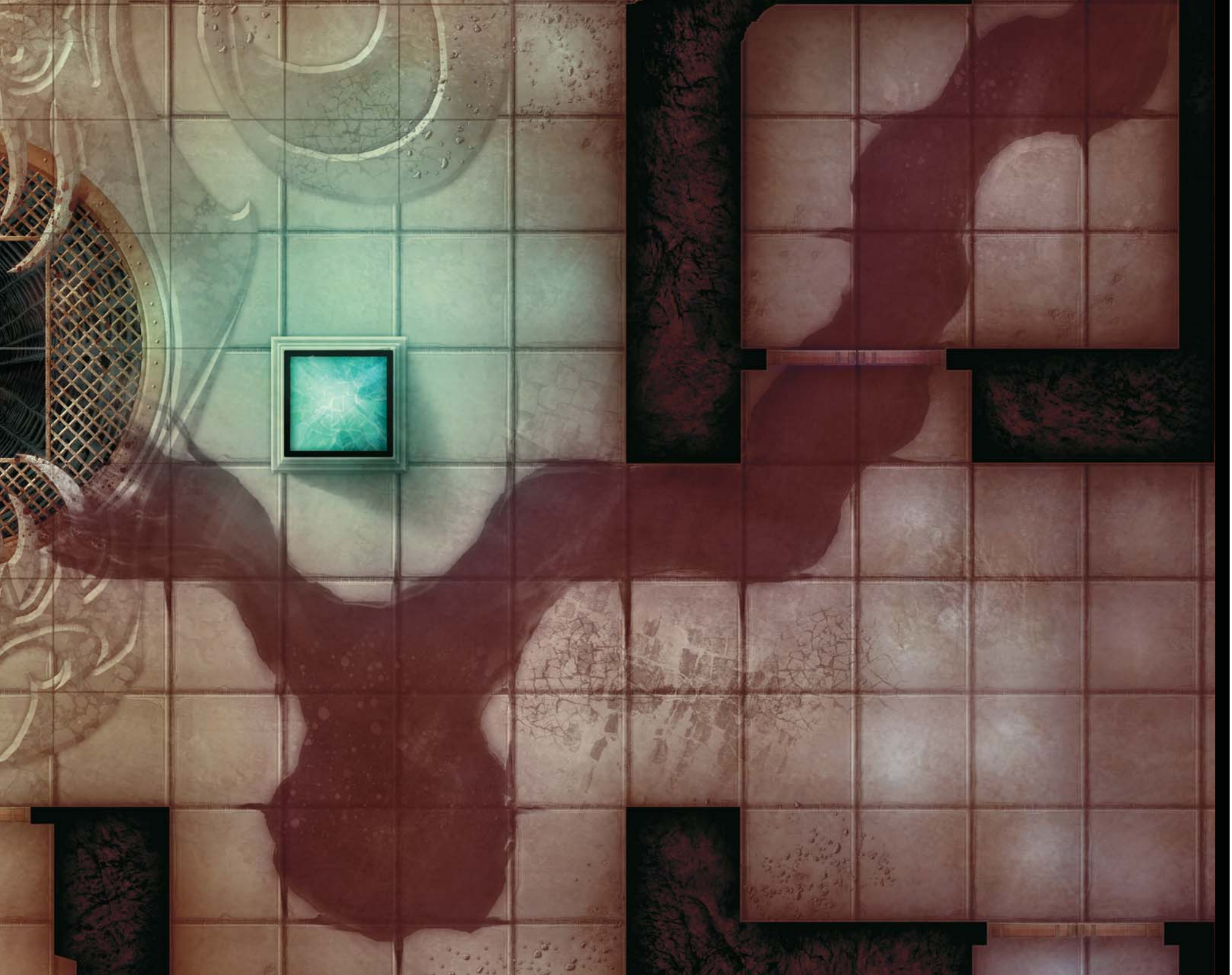




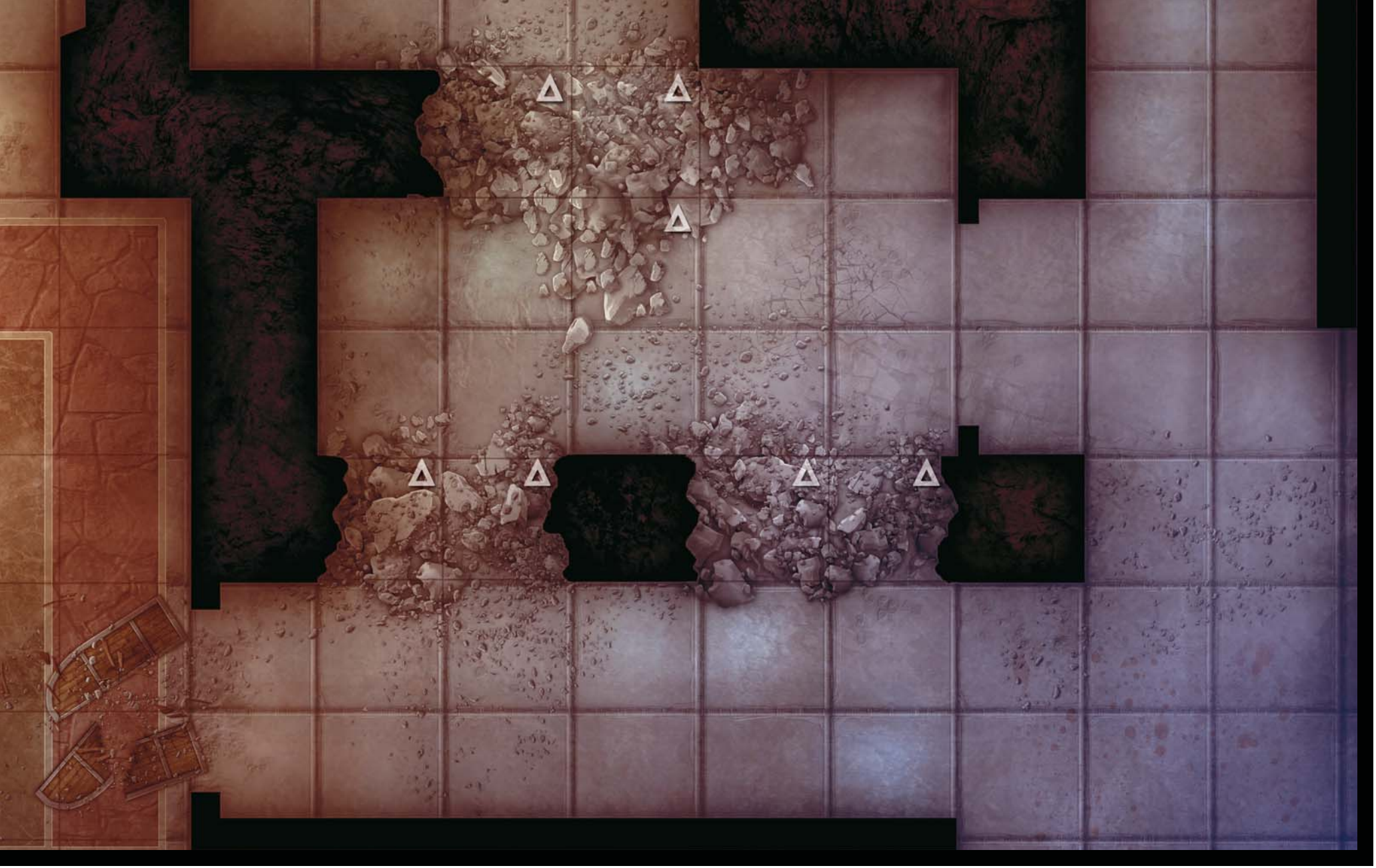




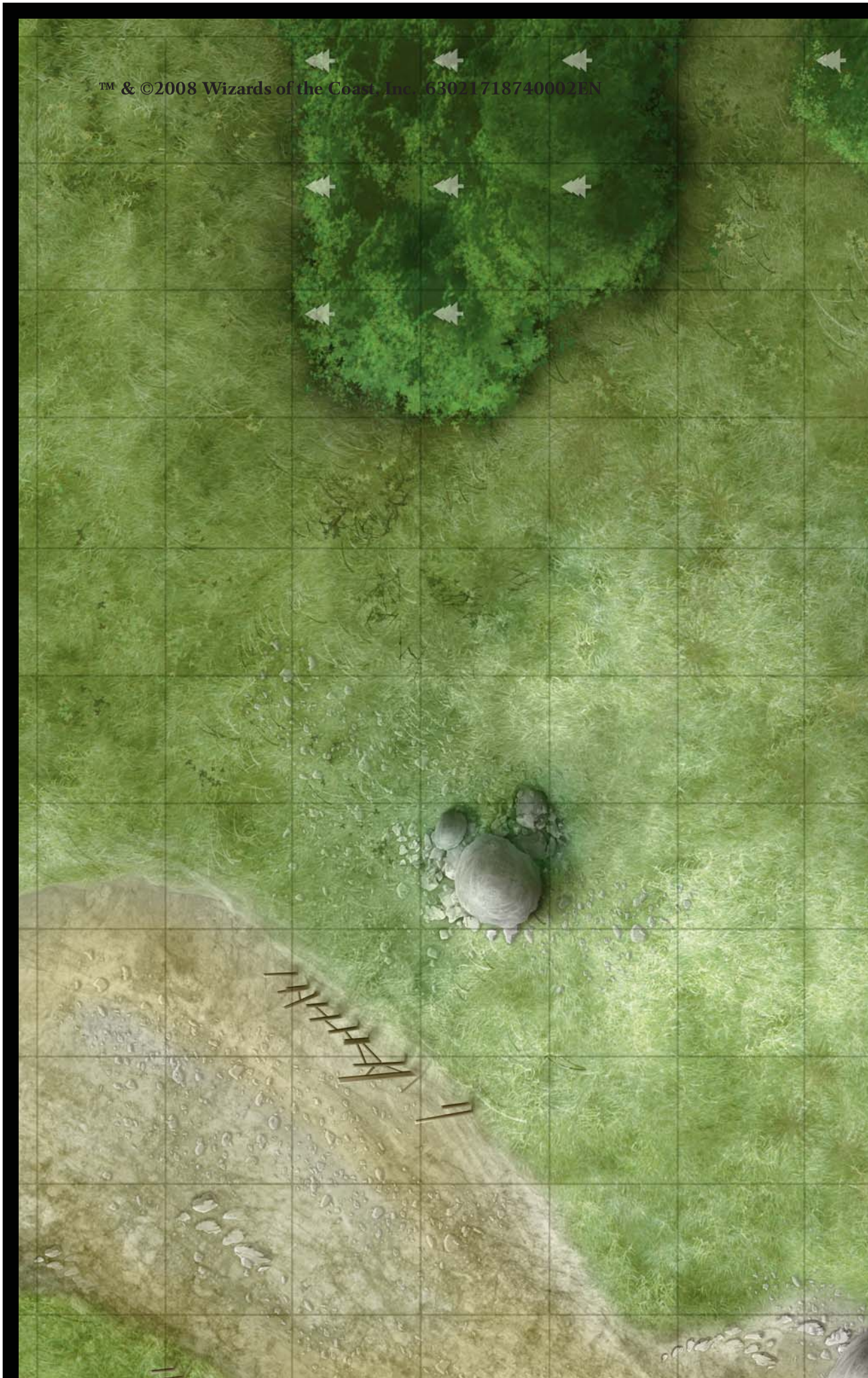


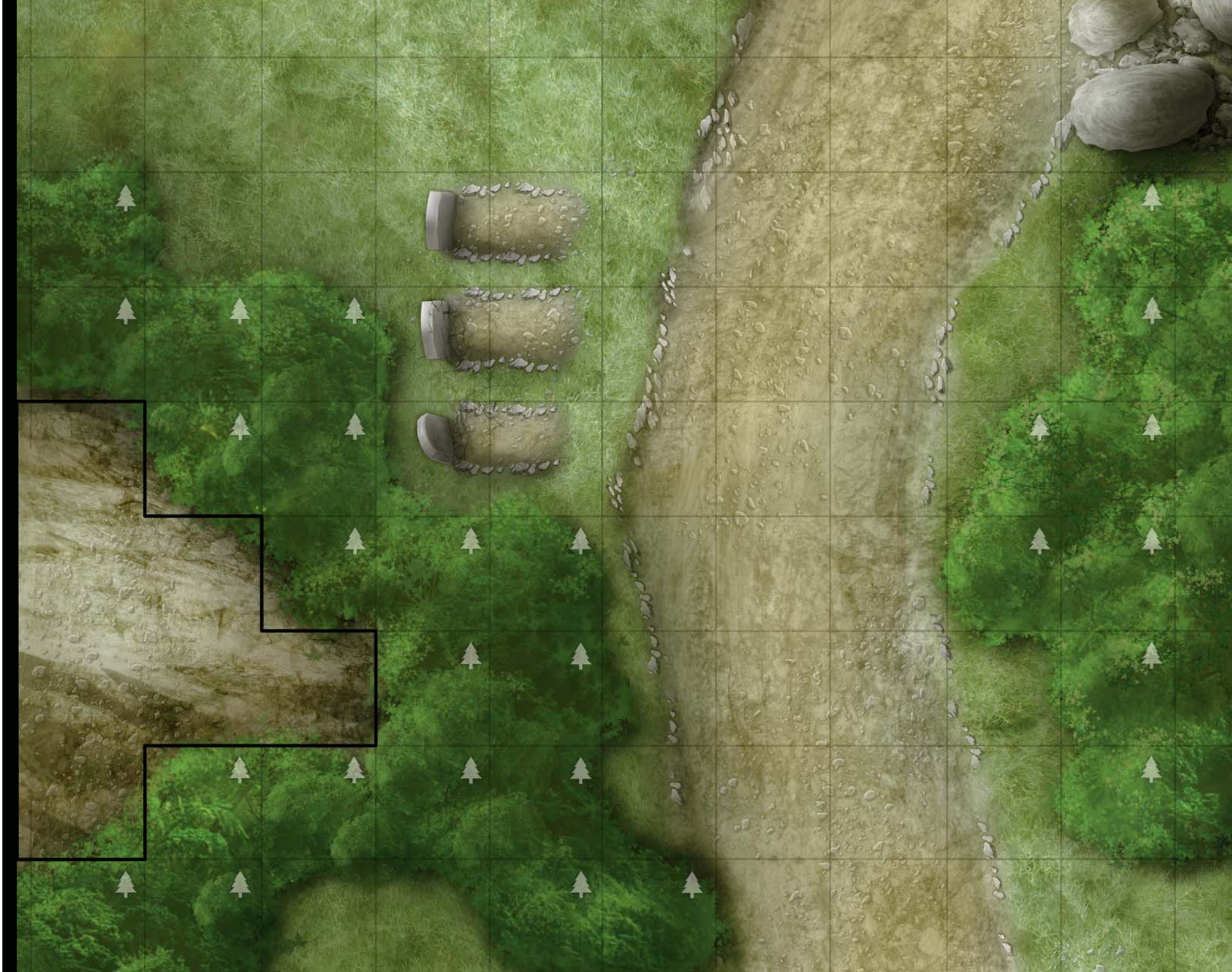









™ & ©2008 Wizards of the Coast, Inc. 63021718740002EN

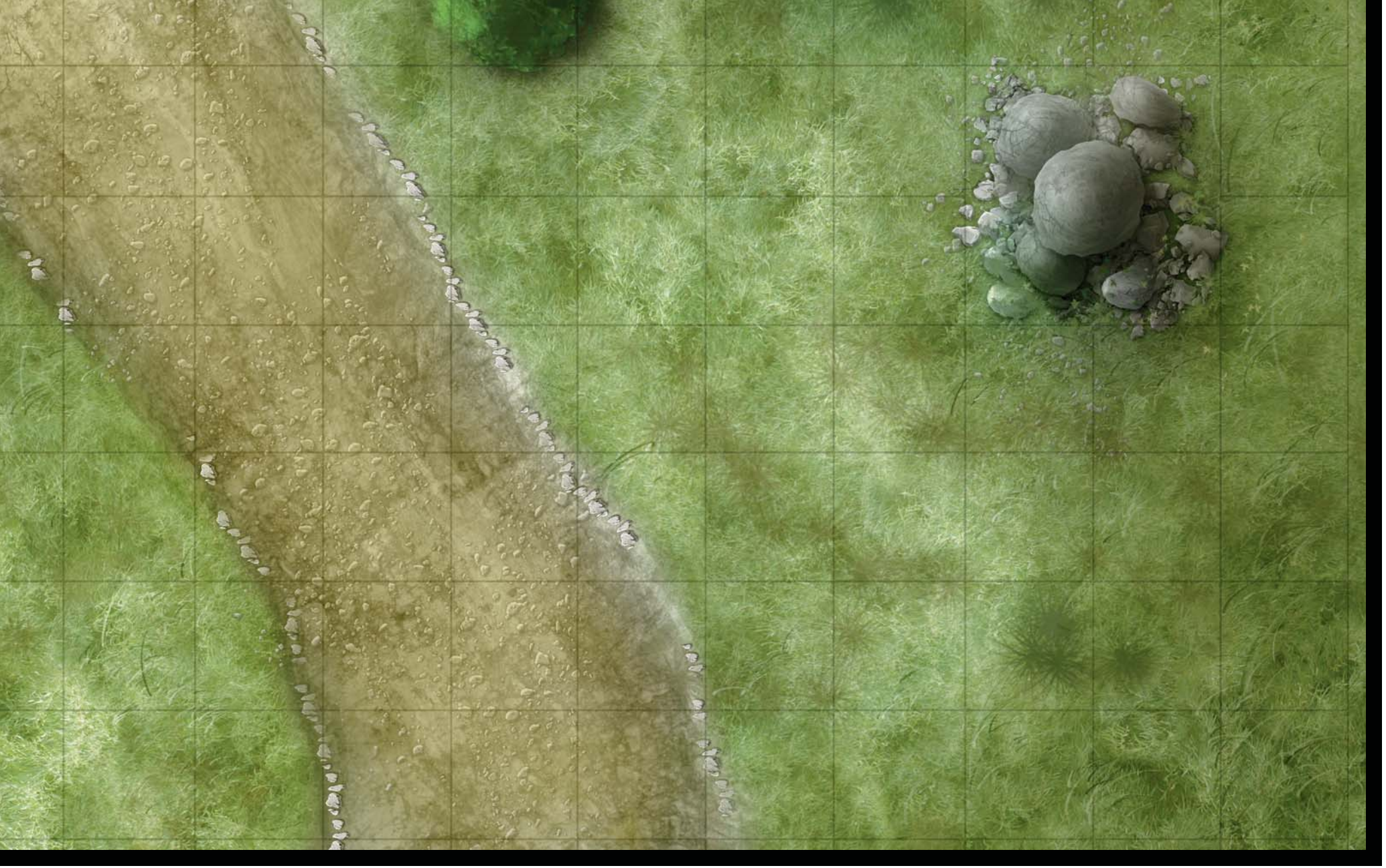
















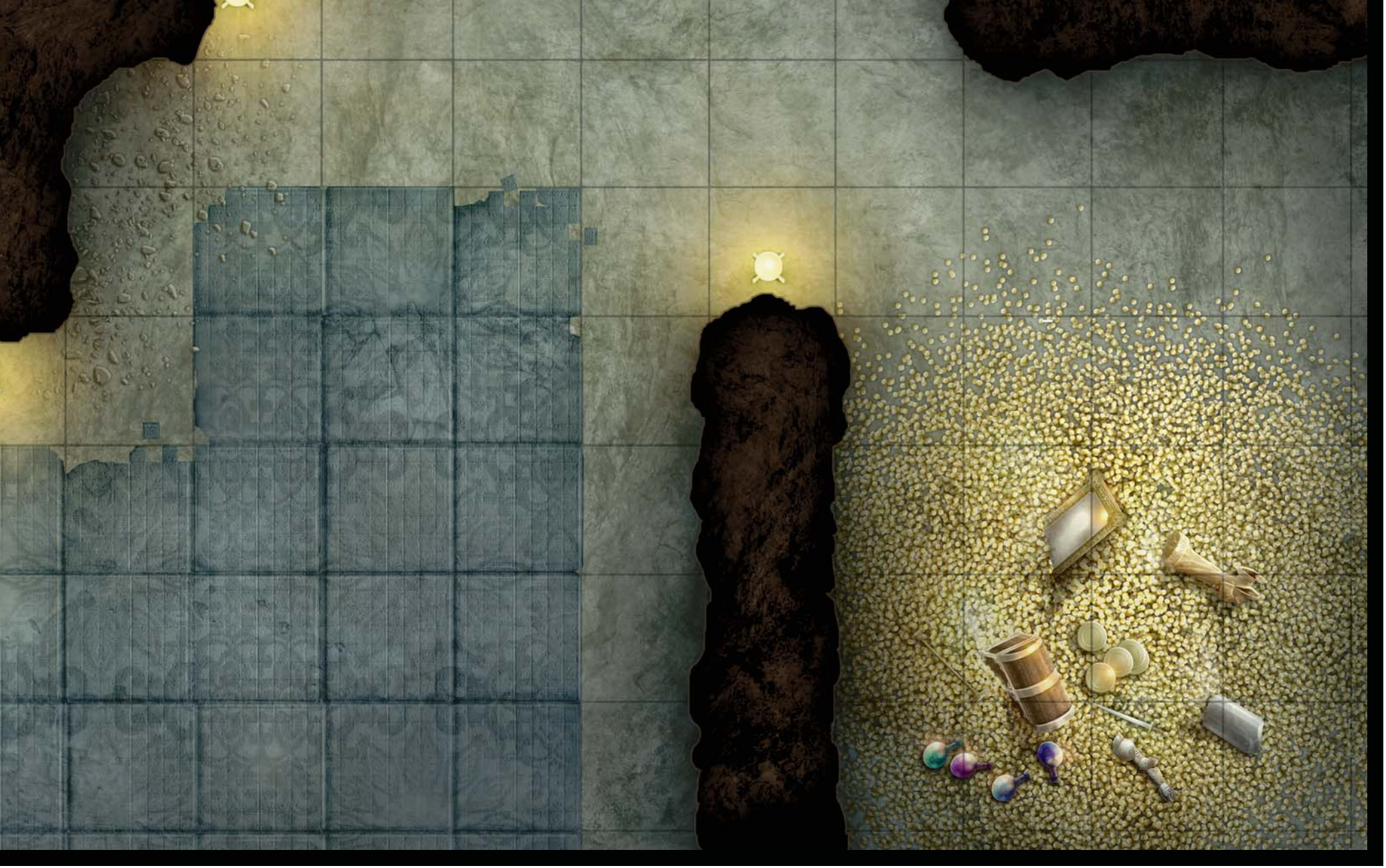


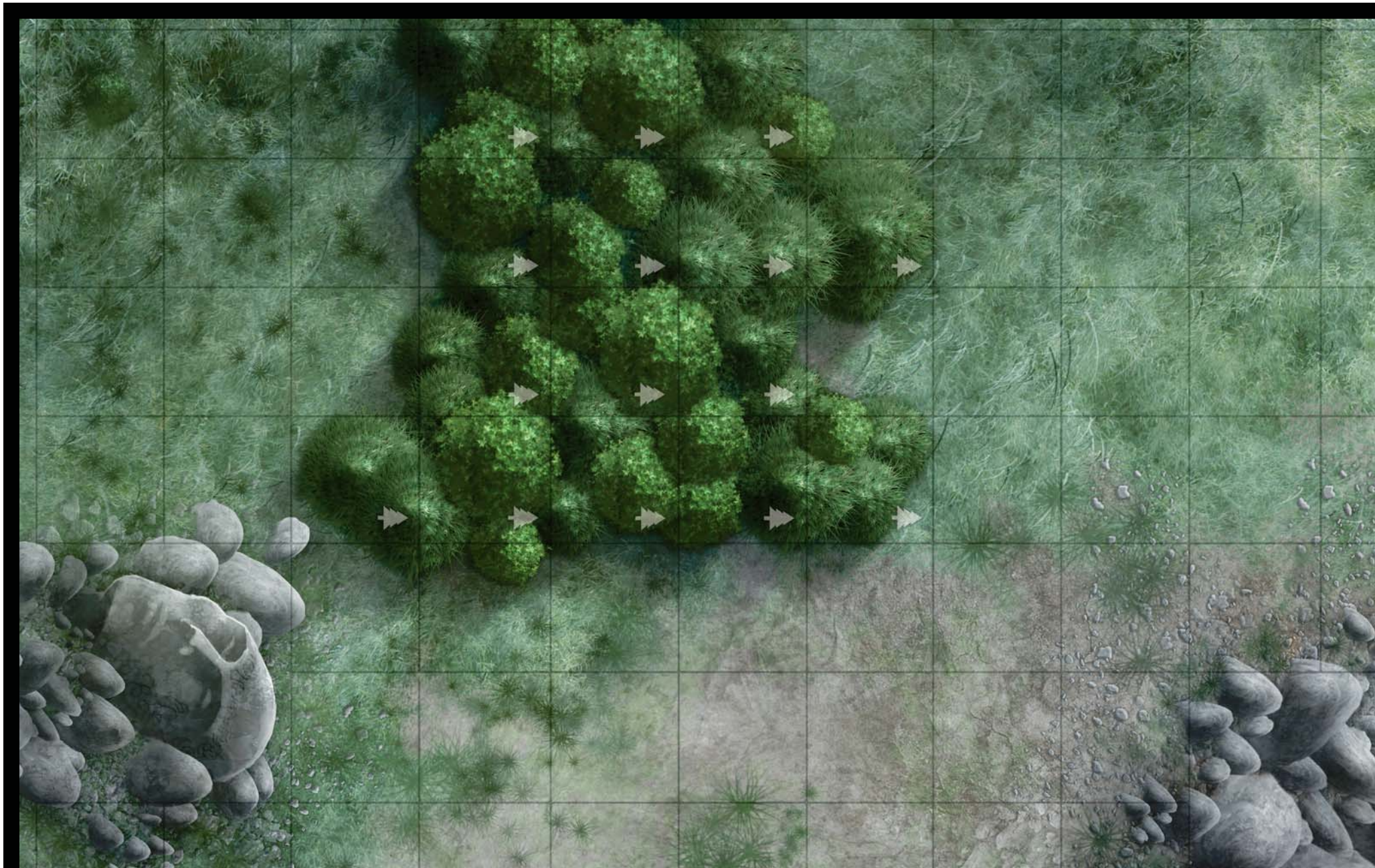


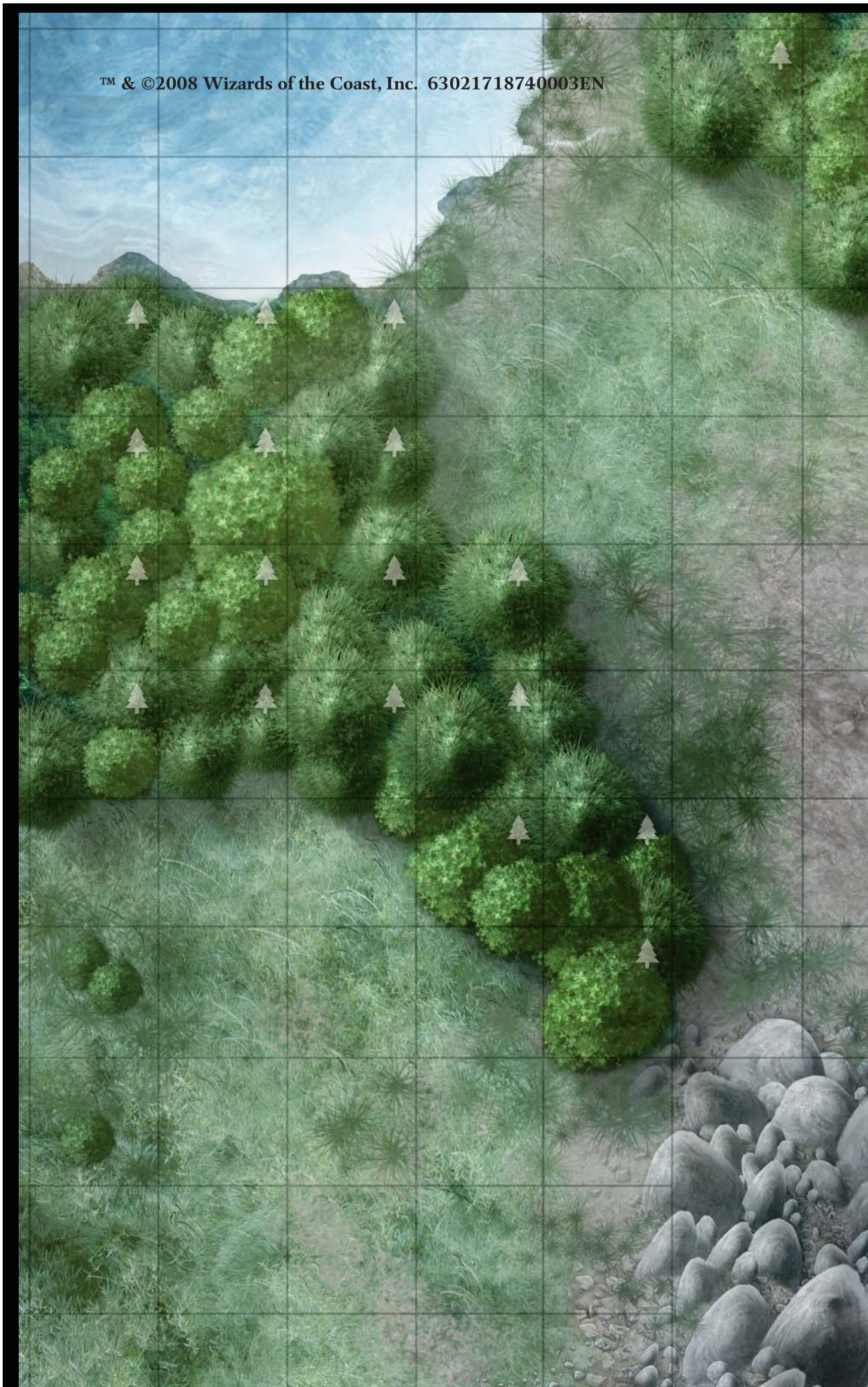




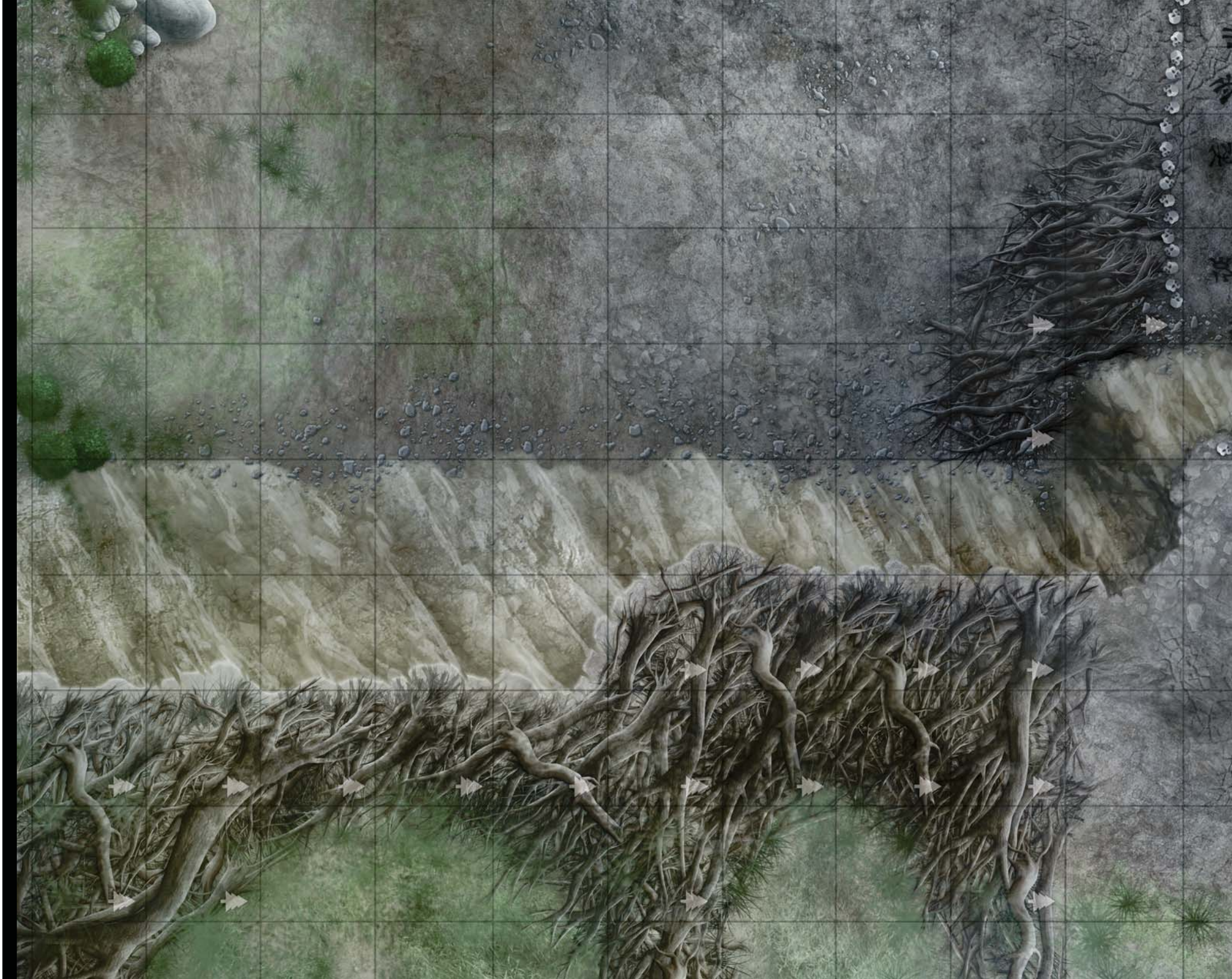







™ & ©2008 Wizards of the Coast, Inc. 63021718740003EN









H1 Keep on the Shadowfell Skill Challenge

By Bill Slavicsek

Warning: Spoilers Ahead! **If you plan to play in this adventure, stop reading now. This material is intended for Dungeon Masters only.**

The final encounter in *H1 Keep on the Shadowfell* provides a straight-up battle to defeat the villainous Kalarel and close the rift to the Shadowfell. That approach works fine, but we know that some characters might want to use other methods for saving the world. The following skill challenge is designed for just such characters.



Adding a Skill Challenge to Area 19: The Shadow Rift

The adventurers burst into the chamber where Kalarel works to complete the ritual that will open the rift to Orcus's temple within the Shadowfell. As the battle plays out, Kalarel abandons his ritual book on its altar and teleports into the evil magic circle that stands before the partially opened Shadow Rift. While defeating Kalarel will disrupt the ritual and allow the rift to close, an enterprising adventurer or two with skill and daring might decide to reverse the process by using the ritual itself. If this happens, use the following skill challenge as part of the overall combat encounter taking place in Area 19.

Reversing the Ritual
You study the rite for a few moments, and then you begin to unravel its magic.

In this skill challenge, one or more adventurers attempt to reverse the partially completed ritual in order to close the Shadow Rift. This challenge takes place while the remainder of the adventuring party battles Kalarel, the two skeletal warriors, and the deathlock wight that occupy this vast chamber.

Setup: To close the Shadow Rift, the PCs must unravel the ceremony and perform specific procedures to reverse the effects of the uncompleted ritual.

Level: This is a 6th-level challenge.

Complexity: 3 (requires 8 successes before 4 failures).

Primary Skills: Arcana, Religion.

Arcana (DC 22): On your turn as a free action (limit 1 attempt/round), you call upon your knowledge of magical effects and rituals to study the rite and determine the next step in reversing its effects. A failed check indicates that the energy of the ritual attacks the character: +10 vs. Will; 1d6 + 4 necrotic damage.

Religion (DC 22): On your turn as a free action (limit 1 attempt/round), you utilize the religious lore at your disposal to weaken the power of Orcus within the magic already in place to hold open the Shadow Rift. A failed check indicates that the energy of the ritual attacks the character: +10 vs. Fortitude; 1d10 + 4 necrotic damage.

Endurance (DC 18): As an opportunity action, triggered when an adjacent ally has just failed an Arcana or Religion check to reverse the ritual, you can allow the necrotic energy flowing through the ritual to damage you instead of that ally. Success at this skill use aids the party, but does not count as a success toward completion of the challenge.

Heal (DC 18): As a minor action, you make a successful Heal check and spend a healing surge to send positive life energy into the necrotic ritual in order to help disrupt it. Only 2 successes can be applied from this approach to the skill challenge.

Success: If the adventurers gain 8 successes before attaining 4 failures, they reverse the progress of the ritual and close the Shadow Rift. The ritual book is consumed in a burst of black fire.

Successfully completing this skill challenge earns the adventurers a major quest reward (750 XP).

Failure: If the adventurers attain 4 failures before gaining 8 successes, the magical energy of the Shadow Rift stabilizes. Necrotic energy surges through the ritual book and the altar to strike all of the characters attempting this skill challenge. Each of these characters loses one healing surge.

The ritual isn’t complete, but the partially opened rift remains as such until either the adventurers defeat Kalarel, or Kalarel defeats the adventurers and completes the ritual as he originally planned.

Tiefling Warlord

Name: _____ **Gender:** _____

As a tiefling warlord, you honor the military tradition of the fallen nation of Bael Turath. You are a soldier and a leader, and your allies turn to you for guidance and support.

Hit Points 24 _____
Bloodied 12 Healing Surge 6 Surges Per Day 8
Initiative +0 _____ **Action Points** _____

Defenses

AC	Fortitude	Reflex	Will
18	14	14	12

Attacks

Melee Basic Attack: +6 (longsword) **Damage**: 1d8+3
Ranged Basic Attack: +2 (crossbow) **Damage**: 1d8+0

Racial Traits

Height: 6'0" **Weight:** 240 lb. **Size:** Medium
Speed: 6 squares **Vision:** Low-light
Languages: Common, Goblin
Alignment: Good
Skill Bonus: +2 Bluff, +2 Stealth (already included)
Bloodhunt: You gain a +1 racial bonus to attack rolls against bloodied foes.
Fire Resistance: You have resist 5 fire (becomes resist 6 fire at level 2).
Infernal Wrath: You can use *infernal wrath* as an encounter power.

Class Features

Combat Leader: You and each ally within 10 squares who can see and hear you gain a +2 power bonus to initiative.
Tactical Presence: When an ally you can see spends an action point to make an attack, the ally gains a +2 bonus to the attack roll.

Feat

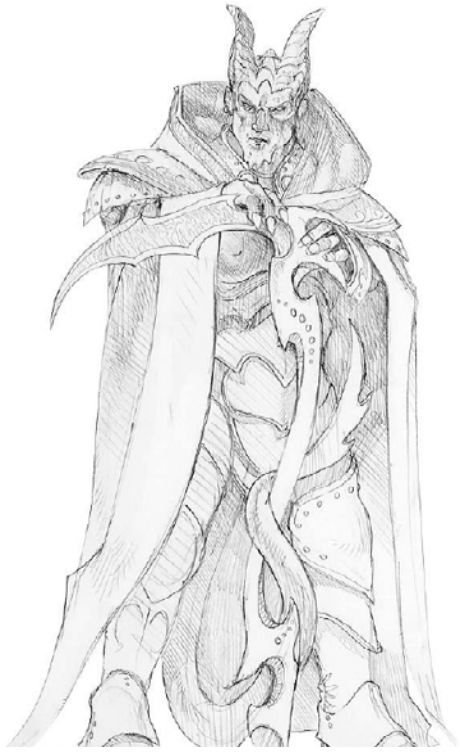
Tactical Assault: When an ally who can see you spends an action point to make an attack, the attack's damage roll gains a +4 bonus.

At-Will Powers

Viper's Strike — Warlord Attack 1

You trick your adversary into making a tactical error that gives your comrade a chance to strike.

At-Will ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +6 vs. AC
Hit: 1d8 + 3 damage.
Effect: If the target shifts before the start of your next turn, it provokes an opportunity attack from an ally of your choice.



Wolf Pack Tactics — Warlord Attack 1

Step by step, you and your friends surround the enemy.

At-Will ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Special: Before you attack, you let one ally adjacent to either you or the target shift 1 square as a free action.
Attack: +6 vs. AC
Hit: 1d8 + 3 damage.

Encounter Power

Infernal Wrath — Tiefling Racial Power

You call upon your furious nature to improve your odds of harming your foe.

Encounter
Minor Action **Personal**
Effect: You can channel your fury to gain a +1 power bonus to your next attack roll against an enemy that hit you since your last turn. If your attack hits and deals damage, add an extra +1 damage.

Leaf on the Wind — Warlord Attack 1

Like a leaf caught in the autumn wind, your foe is driven by the flow of battle. Your fierce attacks force him to give ground.

Encounter ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +6 vs. AC
Hit: 2d8 + 3 damage. You or an ally adjacent to the target swaps places with the target.

©2008 Wizards of the Coast, Inc.
Permission granted to reprint for personal use.

Inspiring Word — Warlord Feature

You call out to a wounded ally and offer inspiring words of courage and determination that helps that ally heal.

Encounter (Special) ✦ Martial, Healing
Special: You can use this power twice per encounter, but only once per round.
Minor Action **Close** burst 5
Target: You or one ally in burst
Effect: The target can spend a healing surge and regain an additional 1d6 hit points.

Daily Power

Lead the Attack — Warlord Attack 1

Under your direction, arrows hit their marks and blades drive home.

Daily ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +6 vs. AC
Hit: 3d8 + 3 damage. Until the end of the encounter, you and each ally within 5 squares of you gain a +5 power bonus to attack rolls against the target.
Miss: Until the end of the encounter, you and each ally within 5 squares of you gain a +1 power bonus to attack rolls against the target.

Skills (Ability)	Trained?	Modifier
Acrobatics (Dex)		-1
Arcana (Int)		+4
Athletics (Str)	Yes	+7
Bluff (Cha)		+3
Diplomacy (Cha)	Yes	+6
Dungeoneering (Wis)		+0
Endurance (Con)		+0
Heal (Wis)		+0
History (Int)	Yes	+9
Insight (Wis)		+0
Intimidate (Cha)	Yes	+6
Nature (Wis)		+0
Perception (Wis)		+0
Religion (Int)		+4
Stealth (Dex)		+1
Streetwise (Cha)		+1
Thievery (Dex)		-1

Gear

Armor: Hide armor, light shield
Weapon: Longsword, crossbow, crossbow bolts (20). Your crossbow has a range of 15/30.
Adventurer's Kit: This kit includes: a backpack, a bedroll, flint and steel, a belt pouch, two sunrods, ten days worth of trail rations, 50 feet of hempen rope, and a waterskin.
Gold: 9 gp

	Ability Scores	Check Modifier
Str	16	+3
Con	12	+1
Dex	10	+0
Int	18	+4
Wis	10	+0
Cha	12	+1

2nd Level

At 2nd level, you gain the following:
Hit Points: Increase to 29 **Bloodied:** Increase to 14
Healing Surge: Increase to 7
Level Modifier: Because your new level is an even number, everything that includes one-half your level gets better. Increase your attacks, defenses, initiative, and skill check modifiers by 1 point.
Feat: Arcane Initiate: You gain training in the Arcana skill (add +5 to the Arcana skill). You can use the *scorching burst* power once per encounter.

Scorching Burst — Wizard Attack 1

A vertical column of golden flames burns all within.

Encounter ✦ Arcane, Fire, Implement
Standard Action **Area** burst 1 within 10 squares
Target: Each creature in burst
Attack: +4 vs. Reflex
Hit: 1d6 + 4 fire damage.

Aid the Injured — Warlord Utility 2

Your presence is both a comfort and an inspiration.

Encounter ✦ Healing, Martial
Standard Action **Melee** touch
Target: You or one adjacent ally
Effect: The target can spend a healing surge.

3rd Level

At 3rd level, you gain the following:
Hit Points: Increase to 34 **Bloodied:** Increase to 17
Healing Surge: Increase to 8

Steel Monsoon — Warlord Attack 3

You leap into the fray with a wild, whirling attack—but your movements are carefully calculated to distract nearby enemies and give your allies a chance to move into position.

Encounter ✦ Martial, Weapon
Standard Action **Melee** weapon
Target: One creature
Attack: +7 vs. AC
Hit: 2d8 + 3 damage, and one ally within 5 squares of you can shift 5 squares.

©2008 Wizards of the Coast, Inc.
Permission granted to reprint for personal use.